

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 20-F

(Mark One)

- ☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934
- OR
- ☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended March 31, 2024
- OR
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from to
- OR
- ☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Date of event requiring this shell company report

Commission file number: 001-34919

Kabushiki Kaisha Mitsui Sumitomo Financial Group  
(Exact name of Registrant as specified in its charter)

SUMITOMO MITSUI FINANCIAL GROUP, INC.  
(Translation of registrant's name into English)

Japan 1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-0005, Japan  
(Jurisdiction of incorporation or organization) (Address of principal executive offices)

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(Name, telephone, e-mail and/or facsimile number and address of company contact person)

Securities registered or to be registered pursuant to Section 12(b) of the Act

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which registered
American Depositary Shares Common stock, without par value*	SMFG	The New York Stock Exchange

\* Not for trading, but only in connection with the listing of the American Depositary Shares, each American Depositary Share representing 1/5 of one share of the registrant's common stock.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

At March 31, 2024, the following shares of capital stock were outstanding: 1,337,529,084 shares of common stock (including 23,587,866 shares of common stock held by the registrant and its consolidated subsidiaries and equity-method associates as treasury stock).

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-accelerated Filer ☐ Emerging Growth Company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐ International Financial Reporting Standards as issued by the International Accounting Standards Board ☒ Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 ☐ Item 18 ☐

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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## **CERTAIN DEFINED TERMS, CONVENTIONS AND PRESENTATION OF FINANCIAL INFORMATION**

As used in this annual report, unless the context otherwise requires, “we,” “us,” “our,” the “Company,” “SMFG” and similar terms refer to Sumitomo Mitsui Financial Group, Inc. as well as to its subsidiaries, as the context requires. “SMBC” refers to Sumitomo Mitsui Banking Corporation, which is one of our commercial banking subsidiaries, or to Sumitomo Mitsui Banking Corporation and its subsidiaries taken as a whole, depending on the context. References to the “SMBC Group” are to us and our subsidiaries and affiliates taken as a whole.

In this annual report, all of our financial information is presented on a consolidated basis, unless we state otherwise. As used in this annual report, “IFRS” means International Financial Reporting Standards as issued by the International Accounting Standards Boards (“IASB”) and “Japanese GAAP” means accounting principles generally accepted in Japan. Our consolidated financial information in this annual report has been prepared in accordance with IFRS, except for the risk-weighted capital ratios, the segment results of operation and some other specifically identified information, which are prepared in accordance with Japanese banking regulations or Japanese GAAP. Unless otherwise stated or the context otherwise requires, all financial information contained in this annual report is expressed in Japanese yen.

Our fiscal year ends on March 31.

Unless otherwise specified or required by the context: references to “days” are to calendar days; references to “years” are to calendar years and to “fiscal years” are to our fiscal years ending on March 31; references to “\$,” “dollars” and “U.S. dollars” are to United States dollars; references to “euros” and “€” are to the currency of those member states of the European Union which are participating in the European Economic and Monetary Union pursuant to the Treaty on European Union; references to “£” and “British pounds sterling” are to the currency of the United Kingdom; and references to “yen” and “¥” are to Japanese yen. Unless otherwise specified, when converting currencies into yen we use our median exchange rates for buying and selling spot dollars, or other currencies, by telegraphic transfer against yen as determined at the end of the relevant fiscal period.

Unless otherwise indicated, in this annual report, where information is presented in millions, billions or trillions of yen or thousands, millions or billions of dollars, amounts of less than one thousand, one million, one billion or one trillion, as the case may be, have been rounded. Accordingly, the total of figures presented in columns or otherwise may not equal the total of the individual items. Except for capital ratios, which have been truncated, percentage data, unless we state otherwise have been subjected to rounding adjustments for the convenience of the reader.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This annual report contains statements that constitute “forward-looking statements” within the meaning of Section 21E of the U.S. Securities Exchange Act of 1934, as amended (“Securities Exchange Act of 1934”). When included in this annual report, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “plan,” “probability,” “risk,” “project,” “should,” “seek,” “target,” “will” and similar expressions, among others, identify forward-looking statements. You can also identify forward-looking statements in the discussions of strategy, plans or intentions. Such statements, which include, but are not limited to, statements contained in “Item 3. Key Information—Risk Factors,” “Item 5. Operating and Financial Review and Prospects” and “Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk,” reflect our current views with respect to future events and are inherently subject to risks, uncertainties and assumptions, including the risk factors described in this annual report. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described here as anticipated, believed, estimated, expected or intended.

The U.S. Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking information to encourage companies to provide prospective information about themselves. We rely on this safe harbor in making these forward-looking statements.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ from those in the forward-looking statements as a result of various factors, and the differences may be material. Potential risks and uncertainties include, without limitation, the following:

- deterioration of Japanese and global economic conditions and financial markets;
- declines in the value of our securities portfolio;
- changes in the level or volatility of market rates or prices;
- constraints on our operations due to capital adequacy requirements;
- problems of other financial institutions;
- adverse regulatory developments or changes in government policies;
- incurrence of significant credit-related costs;
- a significant downgrade of our credit ratings;
- exposure to new risks as we expand the scope of our business;
- our ability to successfully implement our business strategy through our subsidiaries, affiliates and alliance partners;
- the industry specific risks of the consumer finance industry;
- the recoverability of deferred tax assets;
- insufficient liquidity;
- environmental and social risk; and
- litigation and regulatory proceedings.

Given these and other risks and uncertainties, you should not place undue reliance on forward-looking statements, which speak only as of the date of the filing of this annual report. We expressly disclaim any obligation to update or to announce publicly any revision to any of the forward-looking statements contained in this annual report to reflect any changes in events, conditions, circumstances or other developments upon which any such statement is based. The information contained in this annual report identifies important factors in addition to those referred to above that could cause differences in our actual results.

## PART I

### Item 1. Identity of Directors, Senior Management and Advisers

Not applicable.

### Item 2. Offer Statistics and Expected Timetable

Not applicable.

### Item 3. Key Information

#### 3.A. SELECTED FINANCIAL DATA

##### Selected Financial Data

The following selected financial data at and for each of the five fiscal years ended March 31, 2024, 2023, 2022, 2021 and 2020 have been derived from our consolidated financial statements. You should read this data together with “Item 5. Operating and Financial Review and Prospects” and our consolidated financial statements included elsewhere in this annual report.

	For the fiscal year ended and at March 31,				
	2024	2023	2022	2021	2020
	(In millions, except per share data)				
Consolidated income statements data:					
Interest income . . . . .	¥ 5,944,398	¥ 3,696,076	¥ 1,747,654	¥ 1,780,370	¥ 2,407,045
Interest expense . . . . .	4,053,635	1,941,006	303,716	397,245	1,090,730
Net interest income . . . . .	1,890,763	1,755,070	1,443,938	1,383,125	1,316,315
Fee and commission income . . . . .	1,469,847	1,262,734	1,248,225	1,174,382	1,147,132
Fee and commission expense . . . . .	233,715	222,920	209,762	201,723	203,822
Net fee and commission income . . . . .	1,236,132	1,039,814	1,038,463	972,659	943,310
Net trading income . . . . .	349,520	626,043	280,339	237,746	134,069
Net income (loss) from financial assets and liabilities at fair value through profit or loss . . . . .	323,217	173,311	200,249	280,012	(21,939)
Net investment income . . . . .	29,844	15,611	65,744	153,820	176,464
Other income . . . . .	119,597	180,827	108,727	138,223	155,631
Total operating income . . . . .	3,949,073	3,790,676	3,137,460	3,165,585	2,703,850
Impairment charges on financial assets . . . . .	205,096	148,464	279,978	282,486	259,938
Net operating income . . . . .	3,743,977	3,642,212	2,857,482	2,883,099	2,443,912
General and administrative expenses . . . . .	2,229,701	1,965,417	1,801,621	1,679,115	1,696,386
Other expenses . . . . .	466,857	502,347	368,559	283,879	488,806
Operating expenses . . . . .	2,696,558	2,467,764	2,170,180	1,962,994	2,185,192
Share of post-tax profit (loss) of associates and joint ventures . . . . .	160,370	87,428	(10,838)	36,373	24,031
Profit before tax . . . . .	1,207,789	1,261,876	676,464	956,478	282,751

	For the fiscal year ended and at March 31,				
	2024	2023	2022	2021	2020
	(In millions, except per share data)				
Income tax expense .....	312,039	326,027	161,389	251,402	51,768
Net profit .....	¥ 895,750	¥ 935,849	¥ 515,075	¥ 705,076	¥ 230,983
Profit attributable to:					
Shareholders of Sumitomo Mitsui Financial Group, Inc. ....	¥ 873,346	¥ 911,831	¥ 499,573	¥ 687,483	¥ 200,052
Non-controlling interests .....	8,641	12,708	4,771	4,471	18,567
Other equity instruments holders .....	13,763	11,310	10,731	13,122	12,364
Earnings per share:					
Basic .....	¥ 657	¥ 668	¥ 364	¥ 502	145
Diluted .....	657	668	364	501	145
Weighted average number of common shares in issue (in thousands of shares) .....	1,329,026	1,364,770	1,370,738	1,370,214	1,375,118
Dividends per share in respect of each fiscal year:					
Common stock .....	¥ 260	¥ 220	¥ 200	¥ 195	185
	\$ 1.72	\$ 1.65	\$ 1.63	\$ 1.76	1.70

**Consolidated statements of financial position data:**

Total assets .....	¥281,271,637	¥257,687,038	¥248,160,847	¥235,024,987	¥212,158,463
Loans and advances .....	121,716,465	111,891,134	104,635,815	97,714,938	94,671,818
Total liabilities .....	264,992,539	244,150,073	235,379,155	222,748,837	201,223,585
Deposits .....	182,097,319	172,927,810	162,593,492	155,493,654	138,431,418
Borrowings .....	16,107,158	15,371,801	20,584,651	19,423,355	17,121,362
Debt securities in issue ....	14,075,084	11,984,994	11,428,437	11,228,600	10,985,048
Total equity .....	16,279,098	13,536,965	12,781,692	12,276,150	10,934,878
Capital stock .....	2,344,038	2,342,537	2,341,878	2,341,274	2,339,965

**3.B. CAPITALIZATION AND INDEBTEDNESS**

Not applicable.

**3.C. REASONS FOR THE OFFER AND USE OF PROCEEDS**

Not applicable.

**3.D. RISK FACTORS**

*Investing in our securities involves risks. You should carefully consider the risks described below as well as all the other information in this annual report, including, but not limited to, our consolidated financial statements and related notes included elsewhere in this annual report and “Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk.” Our business, operating results and financial condition could be adversely affected by any factors, including, but not limited to, those discussed below. The trading prices of our securities could also decline due to any of these factors including, but not limited to, those discussed below. Moreover, this annual report contains forward-looking statements that involve risks and uncertainties. Our actual results could also differ from those anticipated in these forward-looking statements as a result of various factors, including, but not limited to, the risks faced by us described below and elsewhere in this annual report. See “Cautionary Statement Regarding Forward-Looking Statements.” Forward-looking statements in this section are made only as of the filing date of this annual report.*

## Summary

The principal risks that could have a material adverse effect on our business, results of operations, financial condition or capital position include:

### ***Risks Related to the Economic and Financial Environment***

- Deterioration of Japanese and global economic conditions and financial markets.
- Declines in the value of our securities portfolio.
- Changes in market rates or prices related to financial instruments.

### ***Risks Related to Our Business***

- Failure to satisfy capital adequacy requirements.
- Financial difficulties of counterparties and other financial institutions.
- Adverse regulatory developments or changes in government policies.
- Changes in the competitive environment around financial institutions and financial systems.
- Adverse economic conditions affecting our customers and deterioration of their financial condition.
- A significant downgrade of our credit ratings.
- Challenges in achieving the goals of our business strategy.
- Exposure to new risks as we expand the scope of our business.
- Failure of our business strategies through our subsidiaries, affiliates and other business alliance partners.
- Changes in the legal environment for the consumer finance industry.
- The recoverability of deferred tax assets.
- Declines in returns on our plan assets or revised actuarial assumptions for retirement benefits.
- Insufficient liquidity.
- Market price impact and dilution from sales of our shares by us.
- Damage or failure of our information technology systems as a result of various incidents including cyberattacks.
- Fraud, misconduct or other unlawful behavior by directors, officers and employees or third parties.
- Exposure to Iran and other countries and targets that are subject to U.S. or other financial sanctions.
- Natural disasters, terrorism, pandemics and other calamities.
- Exposure to risks associated with environmental and social issues.
- Inability of our risk management policies and procedures to adequately address unidentified or unanticipated risks.
- Litigation and regulatory proceedings around the world.
- Damage to our reputation.
- Improper development, use or failure of our models.
- Our failure to establish, maintain and apply adequate internal controls over financial reporting.



### ***Risks Related to Owning Our Shares***

- Restrictions on U.S. investors' ability to effect service of process on us or to enforce U.S. court judgments against us.

### ***Risks Related to Owning Our ADSs***

- Limitations on rights of holders of our American Depositary Shares ("ADSs") as shareholders.

## **Risks Related to the Economic and Financial Environment**

### ***We may be adversely affected if Japanese and global economic conditions and financial markets deteriorate.***

Our financial condition and results of operations are materially affected by general economic conditions and financial markets in Japan and foreign countries, which would be influenced by various factors such as monetary policies taken by the Bank of Japan ("BOJ") and other central banks, and fiscal policies, policies on financial markets, as well as related laws, regulations and agreements adopted by governmental authorities. Those factors include, for example, the increase of tariffs and other protectionist trade policies of countries including the U.S. Furthermore, geopolitical instability in various parts of the world, including the outbreak or escalation of hostilities or armed conflicts, and material changes in regional trade, economic or political unions or associations between countries could contribute to economic instability in those and other regions. Such regional economic instability could adversely affect Japanese and global economic conditions. Sources of heightened uncertainty include ongoing conflicts in Ukraine and the Middle East, economic and strategic tensions related to East Asia, and uncertainty regarding the upcoming U.S. presidential election.

The deterioration of Japanese and global economic conditions, or financial market turmoil, could result in a worsening of our liquidity and capital conditions, an increase in our credit costs, and a decrease in the fair values of our investment securities and, as a result, adversely affect our business, financial condition and results of operations.

### ***Future declines in securities prices on Japanese stock markets or other global markets could cause us to experience realized and unrealized losses on our equity securities portfolio, which could negatively affect our financial condition, results of operations and regulatory capital position.***

The value of a listed equity security is measured at its market price. Declines in the Japanese stock markets or other global markets could result in realized and unrealized losses on the securities in our equity securities portfolio, adversely affecting our results of operations and financial condition.

Our regulatory capital position and that of SMBC depend in part on the fair value of our equity securities portfolio. Substantial declines in securities prices on Japanese stock markets or other global markets would negatively affect our and SMBC's capital positions, and limit SMBC's ability to make distributions to us.

Our equity securities portfolio mainly consists of equity instruments at fair value through other comprehensive income. The reported value of our equity instruments at fair value through other comprehensive income accounted for 2.1% of our total assets at March 31, 2024, approximately 75.6% of which were Japanese equity securities. This value depends mainly on prices of the instruments in the stock market. In addition, the reported value, and gross unrealized gains and losses of those equity instruments at fair value through other comprehensive income at March 31, 2024 are described in "Item 5.A. Operating Results—Financial Condition—Investment Securities."

In recent years, we have been reducing our equity holdings of our customers' shares (which we refer to as "equity holding investments" herein) in order to mitigate the impact of share price fluctuations on our financial

base. Any further disposal by us of equity holding investments could in turn cause our customers to dispose of their equity holdings of investments in us, which could adversely affect the market price of our shares.

***Changes in market rates or prices related to financial instruments could adversely affect our financial condition and results of operations.***

We engage in trading and investing activities dealing with various kinds of financial instruments such as bonds, equities, currencies, derivatives and funds. For example, we have substantial investments in debt securities. At March 31, 2024, we had ¥8 trillion of Japanese government bonds classified as debt instruments at fair value through other comprehensive income, which accounted for approximately 2.7% of our total assets.

Our financial condition and results of operations could be adversely affected by actual changes or volatility in interest rates, foreign exchange rates and market prices of investment securities. Increases in interest rates could substantially decrease the value of our fixed income portfolio, and any unexpected changes in yield curves could adversely affect the value of our bond and interest rate derivative positions, resulting in lower-than-expected revenues from trading and investment activities. Market volatility may also result in significant realized and unrealized losses on such instruments. Furthermore, the downgrading of investment securities by credit rating agencies may also cause declines in the value of our securities portfolio.

**Risks Related to Our Business**

***Failure to satisfy capital adequacy requirements could constrain our and SMBC's operations.***

We and SMBC are subject to capital adequacy requirements established by the Financial Services Agency of Japan ("FSA") which are based on the Basel rules text published by the Basel Committee on Banking Supervision ("BCBS").

The minimum Common Equity Tier 1 risk-weighted capital ratio and minimum risk-weighted capital ratio applicable to us and SMBC have been 4.5% and 8% respectively since March 2015. Moreover, we are required to hold a capital conservation buffer to withstand future periods of stress and a countercyclical buffer as additional capital to reduce the buildup of systemic risk in periods and locations of excessive credit growth. The capital conservation buffer has been 2.5% since March 2019. As a result, taking the capital conservation buffer into account at March 2024, the total minimum Common Equity Tier 1 risk-weighted capital ratio has been 7%, and the total minimum risk-weighted capital ratio has been 10.5%. The countercyclical buffer is calculated as the weighted average of the buffers in effect in the jurisdictions to which we have credit exposure, with a maximum of 2.5% from March 2019.

In addition, the requirements for additional capital, in the form of a capital surcharge above the Basel III minimum requirement, have been applied from 2016 to those financial institutions identified by the Financial Stability Board ("FSB") as Global Systemically Important Banks ("G-SIBs"), including us. This requirement is commonly referred to as the G-SIB capital surcharge. The FSB updates its list of G-SIBs on an annual basis. Based on the list, we have been required to maintain an additional 1% of Common Equity Tier 1 capital as a percentage of risk-weighted assets from 2019.

G-SIBs are also subject to a global standard for Total Loss-Absorbing Capacity ("TLAC"), which defines certain minimum requirements for total loss-absorbing capacity so that if G-SIBs fail, they will have sufficient loss absorbing and recapitalization capacity available in resolution. In November 2015, the FSB published the final TLAC standards ("FSB's TLAC Standards") and, in March 2019, the FSA published its regulatory guidelines and related documents for the implementation of the TLAC standards in Japan ("Japanese TLAC Standards") which we are subject to as a G-SIB.

Furthermore, under the FSA's guidelines for the leverage ratio, which have been applied from March 31, 2019, banks and bank holding companies with international operations must maintain a leverage ratio of at least 3% on both a consolidated basis and a nonconsolidated basis for banks and on a consolidated basis for bank holding companies.

In June 2020, in light of the increasing impact of the COVID-19 pandemic, the FSA published amendments to its guidelines for the leverage ratio, which mainly exclude deposits with the BOJ from the denominator for the calculation of the leverage ratio in order to maintain harmonization with the monetary policy implemented by the BOJ and the prudential regulations for banks and other financial institutions. These amendments came into effect in June 2020 and were scheduled to expire in March 2021, but the expiry date of these amendments was extended to March 2022, and extended again until March 31, 2024. On July 15, 2022, the FSA published amendments to its guidelines for the leverage ratio. Under the amended guidelines, the leverage ratio buffer requirement for G-SIBs in Japan took effect from March 31, 2023, while the finalized definition of the leverage ratio exposure measure took effect from March 31, 2024, except for banks that have notified the FSA that they wish to apply the amended requirements earlier. Furthermore, on November 11, 2022, the FSA published amendments to its guidelines for the leverage ratio, which provided that, effective from April 1, 2024 the minimum leverage ratio is increased from 3% to 3.15%, the minimum leverage-based TLAC ratio is increased from 6.75% to 7.10% and the leverage buffer applicable to G-SIBs is increased by 0.05%, while excluding amounts of deposits to the BOJ from the total exposure, taking into account exceptional macroeconomic conditions and other circumstances.

At March 31, 2024, on a consolidated basis, our total risk-weighted capital ratio, Tier 1 risk-weighted capital ratio and Common Equity Tier 1 risk-weighted capital ratio were 15.29%, 14.33% and 12.91%, compared to the minimum required ratios of 11.65%, 9.65% and 8.15%, respectively. Such minimum required ratios include the capital conservation buffer of 2.5%, the G-SIB capital surcharge of 1.0% and the countercyclical buffer of 0.15%.

Our and SMBC's capital ratios could decline as a result of decreases in Tier 1 and Tier 2 capital or increases in risk-weighted assets. The following circumstances, among others, could reduce our risk-weighted capital ratio and that of SMBC:

- declines in the value of securities; and
- increases in risk-weighted assets resulting from business growth, strategic investments, borrower downgrades, changes in parameters such as probability of default ("PD") or regulatory reforms.

We and SMBC have adopted the advanced internal rating-based ("IRB") approach for measuring credit risk and the standardized approach by using the internal loss multiplier ("ILM") for measuring operation risk. If the FSA revokes its approval of our implementation thereof or otherwise changes its approach to measure capital adequacy ratios, our and SMBC's ability to maintain capital at the required levels may be adversely affected.

In December 2017, the Group of Central Bank Governors and Heads of Supervision (the "GHOS") endorsed the outstanding Basel III regulatory reforms. The endorsed reforms include the following elements:

- a revised standardized approach for credit risk;
- revisions to the internal ratings-based approach for credit risk;
- revisions to the credit valuation adjustment framework;
- a revised standardized approach for operational risk;
- revisions to the measurement of the leverage ratio and a leverage ratio buffer for G-SIBs; and
- revisions to the capital floor.

We are subject to the final Basel III reform, as implemented in Japan. See "Item 4.B. Business Overview—Regulations in Japan—Regulations Regarding Capital Adequacy and Liquidity—Capital Adequacy Requirement."

If our or SMBC's capital ratios or leverage ratios fall below required levels, the FSA may require us or SMBC to take a variety of corrective actions, including withdrawal from all international operations or suspension of all or part of our operations, which may indirectly affect our ability to fulfill our contractual obligations or may result in restrictions on our businesses. Failure to maintain capital levels under the capital buffer requirements under Basel III and the requirement for the G-SIB capital surcharge or leverage buffer requirements applicable to G-SIBs will result in restrictions on capital distributions, such as dividends, share buybacks, discretionary payments on Additional Tier 1 capital instruments and bonuses. In addition, some of our and SMBC's domestic and overseas subsidiaries are also subject to local capital ratio requirements. Failure of those subsidiaries to meet local requirements may result in administrative actions or sanctions imposed by local regulatory authorities.

***We may incur losses as a result of financial difficulties of counterparties and other financial institutions.***

We regularly execute transactions with counterparties in the financial services industry. Many of these transactions expose us to credit risk in the event of deterioration of creditworthiness of a counterparty or client. With respect to secured transactions, our credit risk may be exacerbated when the collateral cannot be foreclosed on or is liquidated at prices not sufficient to recover the full amount of the loan or other exposures due to us. Losses from our investments in and loans to other financial institutions could materially and adversely affect our business, financial condition and results of operations. We may also be requested to participate in providing assistance to distressed financial institutions that are not our subsidiaries. In addition, if the funds collected by the Deposit Insurance Corporation of Japan ("DIC") are insufficient to insure the deposits of failed Japanese banks, the insurance premiums that we pay to the DIC will likely be increased, which could adversely affect our business and results of operations.

***Adverse regulatory developments or changes in government policies could have a negative impact on our results of operations.***

Our businesses are subject to extensive regulation and associated regulatory risks, including the effects of changes in the laws, regulations, policies, voluntary codes of practice and interpretations in Japan and the other jurisdictions in which we operate. Those changes and their effects on us are unpredictable and beyond our control.

The Banking Act authorizes the FSA to inspect banks and bank holding companies in Japan at any time and with any frequency. The FSA's inspection processes are revised or amended from time to time. Our compliance with any such changes could result in an increase in our administrative expenses, which could have an adverse effect on our results of operations and financial condition.

The FSA and regulatory authorities in the United States and other jurisdictions, along with the United Nations and the Financial Action Task Force, have continued to make the prevention of money laundering and terrorism financing a focus of governmental policy relating to financial institutions. In April 2019, SMBC and its New York branch entered into a written agreement with the Federal Reserve Bank of New York requiring SMBC and its New York branch to address certain deficiencies relating to the New York branch's anti-money laundering and economic sanctions compliance program. SMBC and its New York branch are required, among other things, to implement corrective measures and submit periodic progress reports to the Federal Reserve Bank of New York. If we fail to comply with the terms of the written agreement, we may become subject to monetary penalties and other regulatory sanctions, which could have a material adverse effect on us. Further, as a result of the deficiencies identified in the written agreement, we no longer meet the requirements to be treated as a financial holding company, and, pending completion of a remediation plan designed to meet these requirements, we are currently subject to restrictions in our ability to engage in certain new categories of financial activities in the United States and to make acquisitions of companies engaged in activities in the United States. If we fail to correct the conditions giving rise to such restrictions within the prescribed period of time, we may be required to divest or terminate certain business activities in the United States, which could adversely affect our operations

and impair our ability to implement our business plans. Although we are committed to improving compliance with laws and regulations relating to anti-money laundering and economic sanctions, we will continue to be subject to ongoing inspection by the regulatory authorities in the United States and other jurisdictions. Any adverse regulatory action or change in regulatory focus, whether as a result of inspections or regulatory developments, may negatively affect our banking operations, cause harm to our reputation, and result in expensive remediation, monetary penalties and other regulatory sanctions.

Regulatory reforms implemented by the Biden Administration or by a successor administration and Congress, or any other kind of significant regulatory developments could adversely affect our capital ratios and results of operations. For further details, see “Item 4.B. Business Overview—Regulations in Japan, Regulations in the United States, and Regulations in Other Jurisdictions.” Since changes in regulation or fiscal or other policies and their effects are unpredictable and beyond our control, we may not be able to comply with those changes at all times, despite our efforts, or may have to incur increased costs or make changes to our operations in order to do so. Any such failures to comply with those changes could result in administrative or judicial proceedings against us, including suspension of our business and financial penalties, which could materially and adversely affect our business, reputation, results of operations and financial condition.

***Changes in the competitive and financial environment and financial systems could have a negative effect on the financial services industry and us.***

Deregulation of the financial system, consolidation among financial institutions, diversification within the financial services industry, and the expanded presence of foreign financial institutions and investors have made the Japanese financial services market highly competitive. Moreover, competition in overseas markets has intensified due to global consolidation, convergence and alliances among financial institutions. In addition, the development of new technologies in the “Fintech” and other sectors, along with the corresponding rise of new entrants from these sectors into the financial services industry, may further intensify competition in the business environments in which we operate. We compete with various types of financial services companies, including:

- banking groups, including Japan’s other major banking groups;
- government-controlled and government-affiliated entities;
- regional banking institutions;
- major investment banks;
- non-bank financial institutions; and
- other firms that are engaged in providing similar products and services.

Increased competition in Japan may put downward pressure on prices for our financial services, cause us to lose market share or require us to incur additional expenses in order to remain competitive. Internationally, various forms of financial support provided by foreign governments to foreign banks and other financial institutions may reduce the cost of capital to those institutions and otherwise give them competitive advantages. In addition, with technological advances, new competitors in the financial services industry continue to emerge, and as a result, we may be forced to adapt our business to compete more effectively. There can be no assurance that we will be able to respond effectively to current or future competition.

Changes in the financial environment in Japan may also have a negative effect on the Japanese financial services industry. For example, changes in the monetary policy measures of the BOJ may significantly affect the businesses of commercial banks in Japan, including us. For further information on the BOJ’s monetary policy measures, see “Item 5. Operating and Financial Review and Prospects—Overview—Factors Affecting Results of Operation.”

***Adverse economic conditions affecting our customers and deterioration of their financial condition could increase our credit costs.***

Our non-performing loans (“NPLs”) and credit costs for corporate and individual customers may increase significantly if:

- domestic or global economic conditions worsen or do not improve;
- our customers do not repay their loans, due to reasons including deterioration of their financial condition; and
- the value of collateral declines.

We have substantial exposure to corporate customers in the following sectors: real estate and goods rental and leasing, manufacturing, transportation, communications and public enterprises, wholesale and retail, and services, including electric utilities, and to individual customers mainly through housing loans. The financial condition of those customers may be subject to changes in the industry-specific economic conditions, including, for example, fluctuations in the prices of oil, gas and other natural resources, as well as general economic conditions. In addition, adverse region-specific economic conditions or changes in economic conditions due to unexpected incidents such as pandemics, ongoing conflicts in Ukraine and the Middle East and collateral events could worsen our customers’ financial condition or could decrease the value of our collateral provided to us in such regions. As a result, we may be required to record increases in our allowance for loan losses.

Moreover, for certain borrowers, we may choose to engage in debt-for-equity swaps or provide partial debt write-offs, additional financing or other forms of assistance as an alternative to exercising our full legal rights as a creditor if we believe that doing so may increase our ultimate recoverable amount of the loan. We may be required to, or choose to, provide new or additional financing to customers who may incur unexpected liabilities, have difficulty in the future in continuing operations, encounter difficulties or need to devote significant resources to repair their infrastructures, as a result of natural disasters or other calamities.

In addition, changes in laws or government policies may have an adverse impact on the rights of creditors. For example, the Government of Japan has provided or may provide in the future government guarantees and other government support measures in response to the financial crisis or other unexpected incidents such as widespread pandemics, large-scale natural disasters and any subsequent collateral events. Even if our current or future loans to borrowers have received or will receive any government support measures, it is unclear to what extent those loans will benefit, directly or indirectly, from the current or any future government guarantees or support measures.

In addition, our NPLs may increase and there may be additional credit costs if we fail to accurately estimate the expected losses in our loan portfolio. These estimates require difficult, subjective and complex judgments such as credit evaluation of our borrowers, valuation of collateral and forecasts of economic conditions.

The ratio of impaired loans and advances to the total loans and advances, both net of allowance for loan losses, were 0.7%, 0.7% and 0.8% at March 31, 2024, 2023 and 2022, respectively. For further information, see “Item 5.A. Operating Results—Financial Condition—Loans and Advances.”

***A significant downgrade of our credit ratings could have a negative effect on us.***

At the date of this annual report, the Company has the issuer ratings of A1/P-1 from Moody’s Japan K.K., the issuer credit rating of A- from S&P Global Ratings Japan Inc. and the foreign and local currency issuer default ratings of A-/F1 from Fitch Ratings Japan Limited. There can be no assurance that these ratings will be maintained.



A material downgrade of our credit ratings may have various effects including, but not limited to, the following:

- we may have to accept less favorable terms in our transactions with counterparties, including capital raising activities, or may be unable to enter into certain transactions;
- foreign regulatory bodies may impose restrictions on our overseas operations;
- existing agreements or transactions may be cancelled; and
- we may be required to provide additional collateral in connection with derivatives transactions.

Any of these or other effects of a downgrade of our credit ratings could have a negative impact on the profitability of our treasury and other operations, and could adversely affect our regulatory capital position, liquidity position, financial condition and results of operations. For more information about our credit ratings, see “Item 5.B. Liquidity and Capital Resources.”

***We face significant challenges in achieving the goals of our business strategy, and our business may not be successful.***

In May 2023, we announced our medium-term management plan through March 2026. We believe that we have targeted appropriate business areas. However, our initiatives to offer new products and services and to increase sales of our existing products and services may not succeed if market conditions do not stabilize, market opportunities develop more slowly than expected, our initiatives have less potential than we envisioned originally or the profitability of these products and services is undermined by competitive pressures. Consequently, we may be unable to achieve or maintain profitability in our targeted business areas.

In order to implement our business strategy successfully, we need to hire and train qualified personnel continuously and in a proactive manner, as well as to attract and retain employees with professional experience and specialized product knowledge. However, we face competition from other commercial banks, investment banks, consumer finance companies and other financial services providers in hiring highly competent employees. There can be no assurance that we will succeed in attracting, integrating and retaining appropriately qualified personnel.

***We are exposed to new risks as we expand our businesses, the range of our products and services, and geographic scope of our businesses overseas.***

As part of our business strategies, we have expanded and may continue to expand our businesses or our range of products and services beyond our core business, commercial banking. This could expose us to new risks, such as adverse regulatory changes, more competition or deterioration in the operating environments that affect those businesses, products and services. Some of those risks could be types with which we have no or only limited experience. As a result, our risk management systems may prove to be insufficient and may not be effective in all cases or to the degree required.

In accordance with our strategy to further increase our presence in the international financial markets, we may continue to expand the scale of our overseas businesses, especially in emerging economies, notably Asian countries and regions. The expansion of our overseas businesses may further increase our exposure to risks of adverse developments in foreign economies and markets, including interest rate and foreign exchange rate risk, regulatory risk, political risk and the risk that foreign assets and capital located in Russia could be seized or nationalized by the Russian government, which has been elevated since the commencement of Russia’s aggression against Ukraine. Our overseas expansion also exposes us to the compliance risks and the credit and market risks specific to the countries and regions in which we operate, including the risk of deteriorating conditions in the credit profile of overseas borrowers.

***Failure of our business strategies through our subsidiaries, affiliates and other business alliance partners could negatively affect our financial condition and results of operations, including impairment losses on goodwill or investments.***

Aligned with our business strategies, we have made and may undertake acquisitions of subsidiaries, investments in affiliates and other business alliance partners, and reorganization within SMBC Group companies. It is uncertain whether we will receive the expected benefits from those business strategies, due to any adverse regulatory changes, worsening of economic conditions, increased competition or other factors that may negatively affect the related business activities. Furthermore, unanticipated costs and liabilities may be incurred in connection with those business strategies, including liabilities from the claims related to the businesses prior to our business alliances, and cost from actions by regulatory authorities.

When we acquire a subsidiary, we may recognize goodwill and intangible assets. Impairment losses on goodwill or intangible assets in connection with acquisitions must be recognized when the recoverable amount of goodwill or intangible assets of the business is lower than the carrying amount at the time of impairment testing, which is performed annually or whenever there is an indication that the goodwill or intangible assets may be impaired.

We account for some of our investments in affiliates under the equity method. Therefore, net losses incurred by equity method investees may cause us to record our share of the net losses. Furthermore, we may lose the capital which we have invested in business alliances or may incur impairment losses on securities acquired in such alliances. We may also be required under contractual or other arrangements to provide financial support, including credit support and equity investments, to business alliance partners in the future. Additionally, we may also incur credit costs from our credit exposure to such partners.

***We are exposed to the industry specific risks of the consumer finance industry.***

Changes in the legal environment have severely and adversely affected the business performance of consumer lending and credit card companies. We have exposures to the risks specific to the consumer finance industry through our subsidiaries, including Sumitomo Mitsui Card Company, Limited (“Sumitomo Mitsui Card”), which merged with SMBC Finance Service Co., Ltd. on April 1, 2024, and SMBC Consumer Finance Co., Ltd. (“SMBC Consumer Finance”).

Consumer lending and credit card companies had offered unsecured personal loans, which included loans with so-called “gray zone” interest in excess of the maximum rate prescribed by the Interest Rate Restriction Act (ranging from 15% to 20%) up to the 29.2% maximum rate permitted under the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates (“Contributions Act”). However, amendments to laws regulating moneylenders, which increased the authority of government regulators, prohibited gray zone interest and introduced an upper limit on aggregate credit extensions to an individual by moneylenders at one-third of the borrower’s annual income, were promulgated in 2006 and became fully effective in June 2010. After the promulgation of such amendments, Sumitomo Mitsui Card, SMBC Consumer Finance and other companies engaged in related business reduced their interest rates on loans in preparation for the prohibition of gray zone interest. As a consequence, margins earned by those companies, as well as the amounts of loans extended, decreased.

In addition, as a result of court decisions unfavorable to those companies, claims for refunds of amounts paid in excess of the applicable maximum allowed rate by the Interest Rate Restriction Act have continuously occurred. Although Sumitomo Mitsui Card, SMBC Consumer Finance and other subsidiaries each recorded a provision for claims for refunds of gray zone interest on loans, we may be required to recognize additional losses if such provisions are determined to be insufficient, and the additional losses could have an adverse effect on our results of operations and financial condition.



***Inability to generate sufficient future taxable profits or adverse changes to tax laws, regulatory requirements or accounting standards could have a negative impact on the recoverability of certain deferred tax assets.***

We recognize deferred tax assets relating to tax losses carried forward and deductible temporary differences only to the extent that it is probable that future taxable profit will be available against which the tax losses carried forward and the temporary differences can be utilized. The deferred tax assets are quantified on the basis of currently enacted tax rates and accounting standards and are subject to change as a result of future changes to tax laws or the rules for computing taxable profits and allowable losses. Failure to generate sufficient future taxable profits or changes in tax laws or accounting standards may reduce our estimated recoverable amount of net deferred tax assets. Such a reduction could have an adverse effect on our financial condition and results of operations.

***Declines in returns on our plan assets or revised actuarial assumptions for retirement benefits may adversely affect our financial condition and results of operations.***

SMBC and some of our other subsidiaries have various defined benefit plans. We have experienced in the past, and may experience in the future, declines in returns on plan assets and changes in the discount rates and other actuarial assumptions. If returns on plan assets decrease, or if we revise the discount rates and other assumptions, the deficit of the impacted defined benefit plan may increase and adversely affect our financial condition and results of operations. Because approximately half of our plan assets are composed of equity instruments, the plan assets are greatly affected by volatility in the prices of equity securities. Substantial declines in the prices for publicly traded Japanese stocks would negatively affect our plan assets. For further information, see Note 24 “Retirement Benefits” to our consolidated financial statements included elsewhere in this annual report.

***Our liquidity could be adversely affected by actual or perceived weaknesses in our businesses and by factors we cannot control, such as a general decline in the level of business activity in the financial services sector.***

We need liquidity to maintain our lending activities, meet deposit withdrawals, pay our operating expenses and pay interest on and principal of debt and dividends on capital stock. Adverse market and economic conditions in the domestic and global economies may limit or adversely affect our access to liquidity required to operate our business. If our counterparties or the markets are reluctant to finance our operations due to factors including actual or perceived weaknesses in our businesses as a result of large losses, changes in our credit ratings, or a general decline in the level of business activity in the financial services sector, we may be unable to meet our payment obligations when they become due or only be able to meet them with funding obtained on unfavorable terms. Circumstances unrelated to our businesses and outside of our control, such as, but not limited to, adverse economic conditions, disruptions in the financial markets or negative developments concerning other financial institutions perceived to be comparable to us, may also limit or adversely affect our ability to replace maturing liabilities in a timely manner. Without sufficient liquidity, we will be forced to curtail our operations, which could adversely affect our business, results of operations and financial condition.

***Sales of our shares by us may have an adverse effect on the market price of our shares and may dilute existing shareholders.***

We may issue shares from the unissued portion of our authorized share capital and sell shares held as treasury stock, generally without a shareholder vote. Sales of shares in the future may be at prices below prevailing market prices and may be dilutive.

***Our business relies on our information technology systems, which are at risk of being damaged or failing as a result of various incidents including cyberattacks, and their failure could harm our relationships with customers or adversely affect our provision of services to customers.***

In all aspects of our business, we use information technology systems to deliver services to and execute transactions on behalf of our customers as well as for back-office operations. We therefore depend on the capacity and reliability of the electronic and information technology systems supporting our operations. We may encounter service disruptions in the future, owing to failures of these information technology systems. Our information technology systems are at risk of being damaged or failing as a result of quality problems, human errors, natural disasters, power losses, sabotage, acts of terrorism, cyberattacks, malicious use of emerging technologies such as artificial intelligence (“AI”) and similar events.

In particular, cybersecurity risks for financial institutions have significantly increased in recent years. This is partly because of the continuous introduction of new technologies and the use of the internet and telecommunications technologies as well as the elaboration of the cyberattacks, which include computer viruses, malicious code such as ransomware, phishing and other forms of social engineering or other security breaches. Geopolitical tensions may also increase the risk of cyberattacks from foreign governments and state-sponsored actors, for example, cyberattacks in retaliation against the sanctions imposed by the international community caused by Russia’s aggression against Ukraine. As we rely on information technology systems in our business and our receipt and handling of confidential personal information from our customers, any impairment, compromise or destruction of such systems may interfere with, or temporarily prevent us from, continuing our operations. In addition, we also face indirect cybersecurity risks relating to our customers and other third parties, including counterparties in the financial services industry and financial data aggregators. As a result of increasing consolidation, interdependence and complexity of financial entities and technology systems, a technology failure or cyberattack could have a material impact on counterparties or other market participants, including us. Any third-party technology failure or cyberattack could adversely affect our ability to execute transactions or deliver services to our clients effectively. For example, vulnerabilities in third-party technology systems may increase the risk that our information technology systems are exposed to cyberattacks.

Accordingly, we have taken steps to protect information technology systems from these risks, including by establishing data recovery capability and functionality, and to address contingencies that could arise in the event of a major disruption of services. Particularly, we have adopted our “Declaration of Cybersecurity Management” in order to further strengthen our cybersecurity capabilities. In this declaration, our management recognizes cybersecurity as a major management issue and takes a leadership role in implementing measures such as allocating appropriate resources based on discussions at the meetings of the Management Committee and the board of directors, establishing a special department and manual for emergencies and enhancing security measures for our services including internet banking services.

However, these measures may not be sufficient, especially considering the increasing frequency and sophistication of recent cyberattacks. In addition, we may not be prepared to address all contingencies that could arise in the event of a major disruption of services. The failure to address such contingencies could harm our relationships with customers or adversely affect our provision of services to customers.

We handle personal information obtained from our individual and corporate customers in relation to our banking, securities, consumer lending, credit card, asset management and other businesses. The systems we have implemented to protect the confidentiality of personal information, including those designed to meet the strict requirements of the Act on the Protection of Personal Information, may not be effective in preventing disclosure of personal information by unauthorized access from a third party. Leakage of personal information could expose us to demands for compensation or lawsuits for ensuing economic losses or emotional distress, administrative actions or sanctions, additional expenses associated with making necessary changes to our systems and reputational harm. As a result, our business, financial condition and results of operations could be materially and adversely affected.

***Fraud, misconduct or other unlawful behavior by directors, officers and employees or third parties could subject us to losses and regulatory sanctions.***

We are exposed to potential losses resulting from fraud, misconduct and other unlawful behavior by directors, officers and employees. Directors, officers and employees may bind us to transactions that exceed authorized limits or present unacceptable risks, hide from us and from our customers unauthorized activities, improperly use confidential information or otherwise abuse customer confidences. Third parties may engage in fraudulent activities, including fraudulent use of bank accounts or the use of false identities to open accounts for money laundering, tax evasion or other illegal purposes. Third parties could also use stolen or forged ATM cards, engage in credit card fraud or transfer funds illegally through online banking fraud, and we may be required to indemnify victims of such fraud for related losses. In the broad range of businesses in which we engage, fraud, misconduct and other unlawful behavior are difficult to prevent or detect. In addition, with or without actual fraud, misconduct and other unlawful behavior by directors, officers and employees, investigations, administrative actions or litigation could commence in relation to them. Furthermore, we may not be able to recover the losses caused by these activities, including possible deterioration of our reputation.

***Transactions involving Iran and other countries and targets that are subject to U.S. or other financial sanctions may lead some potential customers and investors to avoid doing business with us or investing in our securities or may limit our business operations.***

U.S. law generally prohibits or substantially restricts U.S. persons from doing business with countries, regions and persons that are the subject of sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC") or other agencies ("Restricted Targets" which include Iran, North Korea, Syria, Cuba and the Crimea, Donetsk People's Republic, and Luhansk People's Republic regions of Ukraine). Other applicable financial sanctions are administered by the Ministry of Finance of Japan and authorities in other countries.

We maintain a SMBC Group-wide policy designed to ensure compliance with U.S. and other applicable sanctions laws and regulations. Our non-U.S. offices engage in transactions relating to the Restricted Targets in compliance with applicable laws and regulations. These activities include or have included remittance of Japanese yen with respect to our customers' export or import transactions, maintenance of correspondent banking accounts with Iranian banks, including the Central Bank of Iran, and the payment of fees in Japanese yen to certain Iranian banks in connection with performance bonds issued in the past by SMBC through such Iranian banks related to our customers' projects in Iran. All such transactions were permissible under applicable laws and regulations at the times they were engaged in. SMBC has discontinued activities that have become impermissible as a result of changes in applicable laws and regulations. See "Item 4.B. Business Overview—Regulation in the United States—Laws Prohibiting Money Laundering and Terrorist Financing—U.S. Sanctions Targeting Iran Related Activities." The performance bonds expired and have not been renewed, but SMBC continues to be obligated to pay certain fees to the Iranian banks. In addition, we maintain a representative office in Iran that mainly performs an information-collecting function and liaises with non-designated Iranian financial institutions and non-SDN Iranian parties on behalf of our non-U.S. offices.

We do not believe that our operations relating to the Restricted Targets materially affect our business, financial condition or results of operations. A limited number of potential violations of U.S. economic sanctions by SMBC have been identified and voluntarily disclosed to OFAC. These transactions resulted from the inherent limitation on information about underlying transactions that can be obtained in the course of normal banking operations, inadvertent operational errors, or from the lack of familiarity of some personnel of SMBC with the requirements of the relevant regulations in the past. We have continuously strengthened our SMBC Group-wide OFAC and other financial sanctions compliance program in an effort to prevent the recurrence of such potential violations. We settled some of the voluntarily disclosed potential violations with OFAC and others were closed without a penalty. However, in light of the inadvertent nature of such potential violations and the degree to which our strengthened compliance program aims to mitigate the risk of potential violations, we do not believe that our

settlement with OFAC, or any possible penalties that OFAC may impose with respect to the other potential violations that remain unsettled, will have a material impact on our reputation, financial condition or results of operations, or on the prices of our securities.

We are aware of initiatives by U.S. states and U.S. institutional investors, such as pension funds, to adopt laws, regulations or policies prohibiting transactions with or investment in, or requiring divestment from, entities engaged in certain business with Iran and other Restricted Targets. It is possible that such laws and initiatives may result in our inability to enter into transactions with those entities that are subject to such prohibitions or to retain or acquire such entities as customers or investors in our securities.

In recent years, the U.S. government implemented a number of sanctions targeting non-U.S. persons for activities undertaken outside the United States (“secondary sanctions”) that involve specific sanctions targets or certain activities including, among other things, certain transactions related to Iran’s energy, petrochemical, shipping and shipbuilding sectors. Pursuant to the July 14, 2015 Joint Comprehensive Plan of Action (“JCPOA”) agreed to by the five permanent members of the United Nations Security Council plus Germany and Iran, with the European Union, on January 16, 2016 (“Implementation Day”), the United States lifted U.S. nuclear-related secondary sanctions targeting Iran. Even after Implementation Day, certain secondary sanctions remained in effect, including those targeting significant transactions involving Iranian or Iran-related Specially Designated Nationals and Blocked Persons (“SDNs”). However, in 2018, the United States terminated its participation in the JCPOA. At November 5, 2018, following the conclusion of certain “wind-down” periods, all U.S. sanctions (both primary and secondary) that had been waived or lifted under the JCPOA have been re-imposed and are fully effective, and additional sanctions were put into place in 2019 and 2020. While the parties to the JCPOA have engaged in negotiations concerning a possible return to the agreement by the United States, as of June 27, 2024, all such sanctions remain in effect. In accordance with applicable laws and regulations, SMBC intends to provide certain services, including settlement services in connection with customers’ trade transactions between Japan and Iran, to the extent that such activities are permissible under U.S. secondary sanctions. For more details of relevant laws and regulations, see “Item 4.B. Business Overview—Regulations in the United States—Laws Prohibiting Money Laundering and Terrorist Financing.”

In addition, the U.S. government and authorities in several other jurisdictions, including the European Union, the United Kingdom, Japan, Canada, and Australia, have imposed significant sanctions and export control measures targeting Russia in response to Russia’s aggression against Ukraine in February 2022. In broad terms, the U.S. restrictions enacted to date include: territorial embargoes on the Donetsk People’s Republic and Luhansk People’s Republic regions of Ukraine, prohibitions on trade in certain goods and services between the United States and Russia and new investment in Russia by U.S. persons, asset blocking sanctions on a number of Russian individuals and entities, restrictions on transactions involving certain Russian financial institutions and Russia’s Central Bank, National Wealth Fund, and Ministry of Finance, and restrictions on dealing in Russian sovereign debt and debt or equity of certain Russian companies. On December 22, 2023, President Biden issued Executive Order 14114, which authorizes the imposition of sanctions on non-U.S. financial institutions that engage in significant transactions involving persons sanctioned by the U.S. government for operating in the technology, defense and related materiel, construction, aerospace, or manufacturing sectors of the Russian Federation economy or involving Russia’s military-industrial base. On June 12, 2024, the U.S. Treasury Department announced that it was broadening the definition of Russia’s military-industrial base to include all persons blocked pursuant to Executive Order 14024, meaning that non-U.S. financial institutions risk being sanctioned for conducting or facilitating significant transactions, or providing any service, involving such blocked persons. Additional or expanded sanctions may be imposed in the future. The 2022 and 2023 Russia-related sanctions are in addition to sanctions previously enacted by the U.S. government and other authorities in response to Russia’s 2014 annexation of Crimea, including those under the U.S. Ukraine-/Russia-Related Sanctions Regulations, the U.S. Ukraine Freedom Support Act of 2014, as amended, and “sectoral” sanctions on the financial, energy and defense sectors of the Russian economy.

The U.S. government has imposed targeted sanctions against individuals in China and Hong Kong pursuant to the Hong Kong Autonomy Act and Executive Order 13936, and has also imposed restrictions pursuant to Executive Order 13959, as amended, on transactions by U.S. persons in securities issued by or linked to certain Chinese companies determined to be associated with the Chinese military-industrial complex. Additionally, pursuant to the Global Magnitsky Human Rights Accountability Act and Executive Order 13818, the U.S. government has sanctioned a number of Chinese entities and individuals in connection with China's actions with respect to the Xinjiang Uyghur Autonomous Region ("Xinjiang"), and published an advisory warning U.S. and non-U.S. companies with supply chain exposure to Xinjiang of reputational, economic, and legal risks of involvement with entities that engage in human rights abuses, including but not limited to forced labor in the manufacture of goods intended for domestic and international distribution. On December 23, 2021, President Biden signed into law the Uyghur Forced Labor Prevention Act, which establishes a rebuttable presumption, effective June 21, 2022, that goods, wares, articles, and merchandise mined, produced, or manufactured wholly or in part in Xinjiang may not be imported into the United States. In June 2022, U.S. government agencies published additional guidance concerning this restriction and on due diligence best practices. While the sanctions imposed under these authorities to date have not materially impacted our business, it is possible that future sanctions may have a more significant effect on us.

In February 2021, in response to the coup in Burma, President Biden issued Executive Order 14014, authorizing the imposition of targeted sanctions against individuals and entities in Burma. Pursuant to the order, OFAC has added to the SDN List a number of individuals involved in or supporting the coup, family members of such individuals, as well as Burmese state-owned gem, pearl, oil, and lumber enterprises, state holding companies, and certain state-owned banks. If additional sanctions are imposed, it is possible that they could have an adverse impact on the operations of SMBC's branch in Yangon or on our customers' business involving entities in Burma.

The laws, regulations and sanctions referenced above or similar legislative or regulatory developments in the U.S., Japan or other jurisdictions where applicable, may further limit our business operations. If we were determined to have engaged in activities targeted by certain U.S. statutes, Executive Orders or regulations, we could lose our ability to open or maintain correspondent or payable-through accounts with U.S. financial institutions, among other potential sanctions. In addition, depending on sociopolitical developments, even though we take measures designed to ensure compliance with applicable laws and regulations, our reputation may suffer due to our association with the Restricted Targets. The above circumstances could have a significant adverse effect on our business or the prices of our securities.

***Our business operations are exposed to risks of natural disasters, terrorism, pandemics and other calamities.***

Our business operations are subject to the risks of natural disasters, terrorism, pandemics, blackouts, geopolitical incidents and other calamities, any of which could impair our business operations. Despite our preparation of operation manuals and other backup measures and procedures, such calamities could cause us to suspend operations and could adversely affect our businesses, financial condition and results of operations. Large-scale calamities such as the Great East Japan Earthquake of March 2011, the Coronavirus disease 2019 (COVID-19) and any subsequent collateral events, may adversely affect economic conditions in general, the financial condition of our corporate and individual customers and stock market prices, or cause other negative effects, any or all of which could materially and adversely affect our financial condition and results of operations owing to, for example, an increase in the amount of credit-related costs or an increase in losses related to our holdings of securities.

***We are exposed to risks associated with environmental and social issues.***

Risks associated with environmental and social issues are subject to increasing societal, regulatory and political focus in Japan and globally. Environmental and social risks, which we define as climate-related risks, nature-related risks and human rights risks, can become drivers of risk that transmit to other categories of risk affecting us as a financial institution, such as credit risk, operational risk, and reputational risk.



Climate-related risks include the physical risks of climate change and risks from the transition to a decarbonized society. In order to address these risks, we have begun efforts to strengthen our climate change scenario analysis and consider countermeasures at the management level. These proposed countermeasures are reported to the Management Committee, risk committee and sustainability committee as internal committees of the board of directors. However, these efforts may not be successful, and even if they are undertaken successfully, they may not be sufficient. In such a case, they may lead to an adverse effect on our financial condition and results of operations.

Physical risks of climate change arise from a number of factors and relate to specific weather events, such as large-scale typhoons. As a result of climate change, the intensity and frequency of extreme weather events have increased. Despite our preparation of operation manuals and other backup measures and procedures, a large-scale disaster due to extreme weather conditions could damage our branches and cause harm to employees, interfering with our business continuity. Large-scale disasters, as well as longer-term changes in weather, temperature and rainfall patterns, could also adversely affect the financial condition and creditworthiness of our customers or the value of properties pledged as collateral, resulting in an increase in our credit costs. In addition, our operating income and values of assets held may decrease due to instability in financial markets, which could also adversely affect our ability to raise financing.

There are also risks from the transition to carbon neutrality and a decarbonized society. For example, due to changes in climate change policies and regulation, technological innovation to address climate change and evolving market conditions, our customers in sectors that are deemed to contribute significantly to climate change may experience declines in the value of their assets (i.e., asset stranding). In addition, our customers' financial condition and performance could be adversely affected by increasing costs associated with climate change response measures, which could result in an increase in our credit costs.

Following adoption of the Paris Agreement, governments and industry coalitions around the world have made pledges and commitments intended to mitigate the effects of climate change. For example, in October 2020, the Government of Japan announced a net zero greenhouse gas ("GHG") emissions goal for 2050. There is also growing interest from investors and other stakeholders in climate-related initiatives such as the Task Force on Climate-related Financial Disclosures ("TCFD") and Sustainable Development Goals ("SDGs"). In line with these global commitments and initiatives, we have set a number of climate-related targets, including our target to achieve net zero GHG emissions in SMBC Group-wide operations by 2030, our goal to increase the amount of sustainable finance to support our clients' efforts at addressing climate change and transition, and our commitment to achieving net zero GHG emissions across our overall investment and loan portfolio by 2050. See "Item 4.B. Business Overview—SMBC Group's Response to Climate Change—SMBC Group's Approach."

Progress toward achieving our climate-related targets and pursuing the SMBC Group-wide climate change-related initiatives requires significant investment of resources and management time, and implementation of new compliance and risk management systems, internal controls and procedures. Our ability to achieve our climate-related goals, which are to be pursued over the long-term, is subject to numerous risks and uncertainties, many of which are outside of our control, such as changes in environmental and energy regulation and policy, the pace of technological change and innovation, and the actions of our clients, customers and competitors. If we are unable to achieve our climate-related targets within our stated timeframes or at all, or if our efforts and disclosure regarding climate and sustainability issues are perceived as insufficient, we may be subject to reputational harm, negative public sentiment, regulatory scrutiny, litigation and reduced investor and stakeholder confidence, which could adversely affect our business and results of operations, as well as the market price of our shares and/or the environment for our capital raising activities.

Nature-related risks are concerned with potential threats arising from our dependence and influence on nature. For example, damage to natural capital such as plants, animals, air, water and soil, and loss of biodiversity may have adverse consequences such as contributing to the intensity of natural disasters and food insecurity, which could lead to disruptions in economic conditions and financial markets or a deterioration in the financial condition of our customers.

In order to address these risks, we have considered countermeasures at the management level. These proposed countermeasures are reported to the Management Committee, and risk committee and sustainability committee as internal committees of the board of directors. Furthermore, there is a growing awareness among investors and other stakeholders of the financial risks from damage to natural capital and loss of biodiversity. Due to our awareness of this issue, we have participated in the international alliance “Task Force on Nature-related Financial Disclosures Forum” in January 2022, in order to be engaged in the establishment of the risk management and disclosure framework and to proactively disclose relevant information. Nevertheless, such efforts may be perceived as insufficient by investors and other stakeholders. In such cases, the market price of our shares and/or the environment for our capital raising activities may be negatively affected. Furthermore, damage to natural capital and loss of biodiversity may have adverse consequences such as contributing to the intensity of natural disasters and food insecurity, which could lead to disruptions in economic conditions and financial markets or a deterioration in the financial condition of our customers. The occurrence of such environmental scenarios, in addition to the risks of climate change, could adversely affect our business, results of operations and financial condition.

Human rights risks arise from violations of the human rights of stakeholders, including employees of SMBC Group companies, and our customers and our suppliers. We strive to fulfill our responsibility to respect the human rights of all stakeholders. In line with international human rights frameworks such as the United Nations Guiding Principles on Business and Human Rights, we are committed to addressing human rights issues, including through measures such as conducting human rights due diligence in order to identify, prevent and mitigate the negative impact of our business activities on human rights. However, if our due diligence efforts turn out to be insufficient, or SMBC Group companies, our customers or our suppliers are unable to comply with laws and regulations relating to human rights in the regions in which we or they operate, we could face legal and regulatory penalties and sanctions, and any association with known or potential human rights violators, including third parties, could cause reputational harm to our business.

***Our risk management policies and procedures may not adequately address unidentified or unanticipated risks.***

Our business operations are subject to various laws and regulations across the jurisdictions in which we do business. In addition, we face significant regulatory scrutiny and expectations with respect to, among other things, governance, infrastructure, data and risk management practices and controls.

We have implemented or enhanced SMBC Group-wide risk management programs and program oversight, including compliance risk management. We have also devoted significant resources to strengthening our risk management framework and the policies and procedures thereunder, and expect to continue doing so in the future. Nevertheless, particularly in light of the continuing evolution of our operations and expansion into new areas, our policies and procedures designed to identify, monitor and manage risks may not be fully effective or sufficient.

Furthermore, management of risks requires, especially for compliance risk management, among other things, policies and procedures to properly record and verify large numbers of transactions and events, but deficiencies in the quality or effectiveness of our data gathering, analysis and validation processes could result in ineffective risk management practices and inaccurate reporting. Some of our methods of managing compliance risks are based upon our use of observed historical market behavior and thus may not accurately predict future risks.

Ineffectiveness or insufficiency of our risk management may result in violations of laws including the Japanese antitrust and fair trade laws by us or by SMBC and/or failure to comply with regulatory and supervisory expectations with respect to our compliance function. As a consequence of such violations or failures, we could be subject to regulatory investigations, enforcement actions and legal proceedings, any of which could result in substantial penalties, fines or other sanctions and damage to our reputation.

***Our business could be adversely affected by litigation and regulatory proceedings globally.***

We conduct business in many locations in and outside of Japan. We face the risk of litigation and regulatory proceedings in connection with our operations. For example, if we engage in activities targeted by certain U.S. sanctions, this could result in the imposition of monetary penalties or other restrictions by the U.S. government against us. Lawsuits and regulatory actions may result in penalties or settlements of very large indeterminate amounts or limit our operations, and costs to defend either could be substantial.

On October 7, 2022, the FSA announced administrative actions against SMBC Nikko Securities Inc. (“SMBC Nikko Securities”), SMBC and SMFG in relation to findings by the Securities and Exchange Surveillance Commission of Japan (“SESC”) of multiple violations of the Financial Instruments and Exchange Act (“FIEA”). The violations identified by the SESC included, among others, improper stabilization activity and related deficiencies in transaction monitoring and business practices by SMBC Nikko Securities in connection with a series of “block offer” transactions in publicly listed securities (collectively, the “market manipulation conduct”). Separately from the market manipulation conduct, the SESC found that SMBC Nikko Securities committed violations of the so-called “firewall regulations” of the FIEA, in connection with impermissible sharing of customer information between SMBC Nikko Securities and SMBC.

In relation to the market manipulation conduct, a criminal proceeding before the Tokyo District Court (the “Court”) was brought against SMBC Nikko Securities and several of its former officers and employees on allegations of illegal stabilization transactions in violation of the FIEA. On February 13, 2023, SMBC Nikko Securities was convicted of the FIEA violations and sentenced to pay a fine of ¥700 million and to forfeit ¥4,471 million.

The SMBC Group takes the administrative actions of the FSA and the decision of the Court extremely seriously and has been striving to implement improvement measures to address the issues identified in the FSA administrative order. It is also taking steps to prevent the reoccurrence of similar violations on a company-wide basis to restore the trust of our customers and other stakeholders. Progress is in line with the plan, with the effectiveness verification of each improvement measure completed by internal audit and external lawyers, and no significant issues have been found. The SMBC Group will undertake further initiatives to ensure the improvement measures become embedded. However, despite efforts to implement remediation measures that address the concerns identified in the FSA orders, there is no guarantee that the FSA will consider the proposed measures and our implementation progress to be satisfactory, or that additional deficiencies will not be uncovered in the process, and it is possible that additional sanctions may be imposed on us or our group companies in the future. In addition, we and our group companies have experienced and may continue to experience reputational harm as a result of these regulatory and legal actions, which have resulted and may continue to result in reduced business opportunities with current and prospective clients.

Moreover, SMBC and some of its subsidiaries contribute or used to contribute to financial benchmarks such as the Tokyo Interbank Offered Rate (“TIBOR”) for certain specific currencies. These benchmarks are or were referenced in jurisdictions in which we operate and do not operate. An adverse regulatory decision, judgment or ruling in investigation, litigation and regulatory proceedings that we face or may face, including in jurisdictions we do not operate in, could have a material adverse effect on our business, results of operations and financial condition.

***Damage to our reputation may have an adverse effect on our business and results of operations.***

Maintaining our reputation is vital to our ability to attract and maintain customers, investors and employees. Our reputation could be damaged through a variety of circumstances, including, among others, fraud or other misconduct or unlawful behavior by directors, officers or employees, systems failures, compliance failures, investigations, adverse litigation judgments or regulatory decisions, or unfavorable outcomes of governmental inspections. Adverse publicity or negative information regarding Japan’s financial services industry or us that



may be published or broadcast by the media or posted on social media, non-mainstream news services or other parts of the internet, even if inaccurate or not applicable to us, may have a materially adverse effect on our brand image and undermine depositor confidence, thereby affecting our businesses and results of operations. For example, actual or rumored investigations of us or our directors, officers or employees, or actual or rumored litigation or regulatory proceedings, or media coverage of the same, may have a material adverse effect on our reputation and could negatively affect the prices of our securities. Actions by the financial services industry generally or by certain members in the industry can also adversely affect customers' confidence on the financial services industry. In addition, investors and other stakeholders have placed emphasis and focus on environmental and social issues, including climate change due to global warming and human rights violations in supply chains. Our reputation may be adversely impacted by negative perceptions of us and our operations in light of these environmental and social concerns, or if we are unable to meet stakeholder expectations in our efforts to address them. Such reputational harm could also lead to a decreased customer base, reduced revenues and higher operating costs.

***Improper development, use or failure of our models may adversely affect our judgments on management and business operations.***

We use models in our managerial decisions and business judgments. We define models as quantitative method, system, or approach that applies theories, techniques, and assumptions to process input data into quantitative estimates. The use of models is susceptible to a variety of risks from errors, improper use or design flaws. For example, operational errors in the development or implementation of models or use of models beyond the scope of the assumptions and limitations for the models to work appropriately, could lead to errors that can adversely affect managerial decisions and business judgments. We strive to mitigate such risks by implementing proper management of model development and usage. However, an occurrence of deviations between the assumptions built into models and the actual conditions in the economic, financial and business environments, or improper use of models by directors, officers and employees, may increase the output uncertainty of our models and cause us to make erroneous or suboptimal decisions and judgments, which could adversely affect our business and results of operations.

***Our failure to establish, maintain and apply adequate internal controls over financial reporting could negatively impact investor confidence in the reliability of our financial statements.***

In order to operate as a global financial institution, it is essential for us to have effective internal controls, corporate compliance functions, and accounting systems to manage our assets and operations.

As a New York Stock Exchange ("NYSE")-listed company and a registrant with the U.S. Securities and Exchange Commission ("SEC"), under section 404 of the U.S. Sarbanes-Oxley Act of 2002 our management is required to assess the effectiveness of our internal control over financial reporting and disclose whether such internal controls are effective. Our independent registered public accounting firm has to conduct an audit to evaluate and then render an opinion on the effectiveness of our internal control over financial reporting. The FIEA also requires companies listed on a Japanese stock exchange, such as us, to file, together with their annual securities reports required by the FIEA, audited internal control reports assessing the effectiveness of their internal controls over financial reporting.

We have established internal controls over financial reporting, as well as rules for evaluating those controls, in order to provide reasonable assurance of the reliability of our financial reporting and the preparation of financial statements. However, these controls may not prevent or detect errors. Any evaluation of effectiveness of future periods is subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. To the extent any issues are identified through the foregoing processes, there can be no assurance that we will be able to resolve them in a timely manner or at all. If this occurs, our reputation may be damaged, which could lead to a decline in investor confidence in us.

## **Risks Related to Owning Our Shares**

***It may not be possible for investors to effect service of process within the United States upon us or our directors or senior management, or to enforce against us or those persons judgments obtained in U.S. courts predicated upon the civil liability provisions of the U.S. federal or state securities laws.***

We are a joint stock corporation incorporated under the laws of Japan. Almost all of our directors and senior management reside outside the United States. Many of our assets and the assets of these persons are located in Japan and elsewhere outside the United States. It may not be possible, therefore, for U.S. investors to effect service of process within the United States upon us or these persons or to enforce, against us or these persons, judgments obtained in U.S. courts predicated upon the civil liability provisions of the federal or state securities laws. We believe that there is doubt as to the enforceability in Japan, in original actions or in actions to enforce judgments of U.S. courts, of claims predicated solely upon the U.S. federal or state securities laws mainly because the Civil Execution Act of Japan requires Japanese courts to deny requests for the enforcement of judgments of foreign courts if foreign judgments fail to satisfy the requirements prescribed by the Civil Execution Act, including requirements that:

- the jurisdiction of the foreign court be recognized under laws, regulations, treaties or conventions;
- proper service of process be made on relevant defendants, or relevant defendants be given appropriate protection if such service is not received;
- the judgment and proceedings of the foreign court not be repugnant to public policy as applied in Japan; and
- there exist reciprocity as to the recognition by a court of the relevant foreign jurisdiction of a final judgment of a Japanese court.

Judgments obtained in U.S. courts, predicated upon the civil liability provisions of the U.S. federal or state securities laws, may not satisfy these requirements.

## **Risks Related to Owning Our ADSs**

***As a holder of our American Depositary Shares (“ADSs”), you have fewer rights than a shareholder of record in our shareholder register because you must act through the depositary to exercise these rights.***

The rights of our shareholders under Japanese law to take actions such as voting their shares, receiving dividends and distributions, bringing derivative actions, examining our accounting books and records and exercising appraisal rights are available only to our shareholders of record. Because the depositary, through its custodian, is the record holder of the shares underlying the ADSs, only the depositary can exercise shareholder rights relating to the deposited shares. ADS holders will not be able to directly bring a derivative action, examine our accounting books and records or exercise appraisal rights.

Pursuant to the deposit agreement among us, the depositary and the holders and beneficial owners of ADSs, the depositary will endeavor to exercise voting and other rights associated with shares underlying ADSs in accordance with instructions given by ADS holders, and the depositary will also pay to ADS holders dividends and distributions collected from us. However, the depositary is permitted under the deposit agreement to exercise reasonable discretion in carrying out those instructions or in making distributions and is not liable for failure to carry out instructions or make distributions as long as it acts in good faith. Therefore, ADS holders may not be able to exercise voting or other rights associated with the shares underlying ADSs in the manner that they intend or may lose some or all of the value of dividends or distributions collected from us. Moreover, the deposit agreement may be amended or terminated by us and the depositary without any reason, or consent from or notice to ADS holders. As a result, ADS holders may not be able to exercise rights in connection with the deposited shares exercised in the way they wish or at all.

ADS holders are dependent on the depository for certain communications from us. We send to the depository most of our communications to ADS holders in Japanese. ADS holders may not receive all of our communications in the same manner as or on an equal basis with shareholders of record in our shareholder register.

#### **Item 4. Information on the Company**

##### **4.A. HISTORY AND DEVELOPMENT OF THE COMPANY**

###### **Legal and Commercial Name**

Our legal name is Sumitomo Mitsui Financial Group, Inc. Our commercial name is Sumitomo Mitsui Financial Group.

###### **Date of Incorporation**

We were established in December 2002.

###### **Domicile and Legal Form**

We are a joint stock corporation incorporated with limited liability under the laws of Japan. Our address is: Sumitomo Mitsui Financial Group, Inc., 1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-0005, Japan. Our telephone number is: +81-3-3282-8111.

###### **History and Development**

We were established in December 2002 as a holding company for the SMBC Group through a statutory share transfer (*kabushiki-iten*) of all of the outstanding equity securities of the former SMBC in exchange for our newly issued securities. Upon our formation and completion of the statutory share transfer, the former SMBC became our direct, wholly owned subsidiary. SMBC was established in March 2003 through the merger of the former SMBC with Wakashio Bank, which was established in 1996 as a subsidiary of Sakura Bank. The former SMBC was established in April 2001 through the merger of Sumitomo Bank and Sakura Bank, which was established through the merger of Taiyo Kobe Bank and Mitsui Bank in 1990. Mitsui and Sumitomo started their banking businesses in 1876 and 1895, respectively. The origins of both banking businesses can be traced back to the seventeenth century.

###### **Information Concerning the Principal Capital Expenditures and Divestitures**

In November 2021, we acquired a 74.9% equity interest in Fullerton India Credit Company Limited (“Fullerton India”) for ¥230 billion, which became our subsidiary. Fullerton India has a pan-India distribution network and offers unsecured loans and loans against property to mainly small and medium-sized enterprises and individual customers. Fullerton India changed its name to SMFG India Credit Company Limited on May 11, 2023. Subsequently, on March 6, 2024, we acquired the remaining 25.1% equity interest in SMFG India Credit Company Limited for ¥103 billion and made it our wholly owned subsidiary.

###### **Public Takeover Offers**

Not applicable.

###### **Available Information**

The SEC maintains a website at <https://www.sec.gov> that contains reports and proxy information regarding issuers that file electronically with the SEC. Some of the information may also be found on our website at <https://www.smfg.co.jp/english/>.

## **4.B. BUSINESS OVERVIEW**

### **Overview**

We are the holding company for the SMBC Group. The SMBC Group is comprised of SMBC, SMBC Trust Bank Ltd. (“SMBC Trust Bank”), Sumitomo Mitsui Finance and Leasing Company, Limited (“SMFL”), SMBC Nikko Securities Inc. (“SMBC Nikko Securities”), Sumitomo Mitsui Card Company, Limited (“Sumitomo Mitsui Card”), SMBC Consumer Finance Co., Ltd. (“SMBC Consumer Finance”), The Japan Research Institute, Limited (“The Japan Research Institute”), Sumitomo Mitsui DS Asset Management Company, Limited (“SMDAM”) and other subsidiaries and affiliates. We are one of the three largest financial groups in Japan and offer a diverse range of financial services, including commercial banking, leasing, securities, consumer finance and other services. See “Item 4.C. Organizational Structure.”

With the aim of enhancing our corporate group’s brand value, we announced that “SMBC” would be designated as our corporate group’s master brand from April 2018. In line with this change, our corporate group, which was formerly referred to as the “Sumitomo Mitsui Financial Group” or its acronym “SMFG,” is now referred to as the “SMBC Group.” “Sumitomo Mitsui Financial Group” continues to be used as the holding company’s name.

### **Our Mission, Vision and Values**

Our “Mission” is a universal guide for our group management and positioned as the anchor for our corporate action. We also set forth our “Vision” of the mid to long term goals and “Five Values” as the core values to be shared by all executives and employees.

Our Mission, Vision and Five Values are as follows.

#### *Mission*

- We grow and prosper together with our customers, by providing services of greater value to them.
- We aim to maximize our shareholders’ value through the continuous growth of our business.
- We create a work environment that encourages and rewards diligent and highly-motivated employees.
- We contribute to a sustainable society by addressing environmental and social issues.

#### *Vision*

- A trusted global solution provider committed to the growth of our customers and advancement of society.

#### *Five Values*

- Integrity: As a professional, always act with sincerity and a high ethical standard.
- Customer First: Always look at it from the customer’s point of view, and provide value based on their individual needs.
- Proactive & Innovative: Embrace new ideas and perspectives, don’t be deterred by failure.
- Speed & Quality: Differentiate ourselves through the speed and quality of our decision-making and service delivery.
- Team “SMBC Group”: Respect and leverage the knowledge and diverse talent of our global organization, as a team.

## **Sustainability Management and Governance**

The world is currently facing a range of environmental and social issues, for example, climate change due to global warming, nature loss and human rights violations in supply chains. In response to these environmental and social challenges, the public and private sectors have implemented various initiatives aimed at realizing a sustainable society, with growing interest in the Sustainable Development Goals (“SDGs”) set by the United Nations General Assembly in 2015 and environment, social, and governance (“ESG”) investing.

We define sustainability as “creating a society in which today’s generation can enjoy economic prosperity and well-being, and pass it on to future generations.” Furthermore, our current medium-term management plan “Plan for Fulfilled Growth” contains the core policy of “Create Social Value,” whereby we strive to lead the resolution of social issues and balance economic growth at the same time. Measures for the realization of SMBC Group-wide sustainability and creating social value are subject to discussion at the Management Committee level. In addition, specific contents of our sustainability measures are deliberated upon and determined by the Corporate Sustainability Committee, which is chaired by the Group Chief Executive Officer (“CEO”). In order to strengthen these measures, the position of the Group Chief Sustainability Officer (“CSuO”), which was established in April 2021 as part of the group CxO framework, oversees and promotes our sustainability-related initiatives. Under the guidance of the Group CSuO, the Sustainability Planning Department, the Sustainability Development Department and the Sustainable Solution Department (each housed within the Sustainability Division for Fulfilled Growth, established as the Sustainability Division in April 2022 and renamed in April 2024) plan and promote SMBC Group-wide sustainability measures and businesses. Furthermore, we have incorporated qualitative and quantitative indicators related to ESG initiatives into executive compensation schemes to accelerate sustainability management. In addition, we have established a capability training framework which enables each employee to acquire the knowledge necessary to contribute to the realization of our sustainability initiatives. We continue to improve our employees’ sustainability literacy.

Sustainability management is supervised by the board of directors, which consists of directors with diverse backgrounds including those with expertise on sustainability. In addition, the sustainability committee, which was established in July 2021 as an internal committee of the board of directors, deliberates with and gives advice to the board of directors on the progress of our sustainability initiatives, domestic and overseas sustainability trends, and other matters related to sustainability.

### ***SMBC Group Environmental and Social Framework***

We have established the “SMBC Group Environmental and Social Framework” in order to articulate our comprehensive stance on the environment and society and contribute to realizing a sustainable society. This framework unifies our internal policies and rules regarding the environment and society, and was established after deliberation by the Management Committee. It is proactively reviewed on an ongoing basis in light of the revision or abolition of specific policies, rules, or procedures, deliberations by the sustainability committee or other bodies, changes in the external environment surrounding our business activities, and the results of regular reviews conducted annually (in principle) as part of internal audit.

This framework consists of the following internal policies and rules.

*SMBC Group Statement on Sustainability.* The SMBC Group Statement on Sustainability sets out the basic principles upon which our efforts to realize a sustainable society have been based.

*Group Environmental Policy.* Our Group Environmental Policy emphasizes the importance of realizing a sustainable society and continuously making efforts to harmonize environmental preservation and pollution control with corporate activities.

*Statement on Human Rights.* Our Statement on Human Rights expresses our position on human rights and applies to all of our companies.

*Social Contribution Policy.* Our Social Contribution Policy is intended to strengthen our value creation by generating a positive social impact through our contribution. We clarify our approach to social contribution from four perspectives: Our role in society; Our social contribution activities; Our approach to our employees; and Our approach to public disclosure.

*Sustainable Procurement Policy.* Our Sustainable Procurement Policy is intended to strengthen responsible procurement and contribute to realizing a sustainable society with our suppliers. We clarify our expectations towards suppliers regarding the environment, respect for human rights, compliance with laws, information management, and fair business practices, etc.

In addition, we disclose our cross-sectoral and cross-business policies which define categories of businesses to which we will not provide support, and also, policies for specific businesses and sectors listed below, which are considered to have a high risk of significantly impacting on the environment or society.

- Coal-fired power generation
- Biomass energy generation
- Hydroelectric power generation
- Oil and gas
- Coal mining
- Tobacco manufacturing
- Nature conservation areas
- Palm oil plantation development
- Deforestation
- Manufacturing of cluster bombs and other weapons of destruction

For example, we have determined not to provide support for newly planned or expansions of coal-fired power plants, and thermal coal mining projects, and not to support businesses in those sectors past certain maturity dates. Moreover, among companies whose main businesses are coal-fired power generation, thermal coal mining or associated infrastructure development, we will not provide support to those that do not have any existing transactions with us, including but not limited to lending. The policies have been introduced in SMBC, SMBC Trust Bank, SMFL and SMBC Nikko Securities. We continue to engage with customers and various other stakeholders while regularly considering the need to revise our financing policies as necessitated by the operating environment.

### ***Priority Issues***

In recent years, as the social issues the world faces continue to expand and become more severe, it has become even more important for us to proactively address a wide range of issues and strive to create social value as a responsible corporate citizen.

Based on the mindset above, we have designated “Environment,” “DE&I/Human Rights,” “Poverty & Inequality,” “Declining Birthrate & Aging Population,” and “Japan’s Regrowth” as our new priority issues. Furthermore, we established “10 Goals” to set our future direction and address the new priority issues.

*Environment.* In addition to internal initiatives, we support customer efforts to decarbonize and to become nature positive. Concerning our efforts to conserve natural capital and address climate change specifically, see “—SMBC Group’s Response to Climate Change” and “—Initiatives to Conserve Natural Capital” in this section for further information.



*DE&I/Human Rights.* Talent is an important asset for financial institutions. We strive to build a virtuous circle in which diligent and highly motivated employees take on the challenge of creating new social value. We promote initiatives, both internally and with our customers, to respect human rights as a financial institution connecting various regions and industries. For more details of our initiatives on these priority issues, see “—Initiatives Regarding Respect for Human Rights” and “—Human Capital Investment” in this section.

*Poverty & Inequality.* We contribute to efforts to eliminate poverty and inequality in the next generation, which includes providing children in Japan and the rest of the world with education and opportunities.

*Declining Birthrate & Aging Population.* Through the provision of advanced financial and non-financial solutions, and the creation of digital infrastructure that is accessible to all, we seek to ensure stable asset building for all generations.

*Japan’s Regrowth.* We aim to contribute to the re-growth of Japan by maximizing our financial functions, supporting customers’ transformation of their business models, and driving the development of new industries in a manner that reflects the changing times.

## **SMBC Group’s Response to Climate Change**

### ***SMBC Group’s Approach***

The imperative to address climate change concerns continues to grow especially since the adoption of the Paris Agreement. In October 2020, the Government of Japan announced a net zero greenhouse gas (“GHG”) emissions goal for 2050, committing to achieving a transition toward a decarbonized society. Given these circumstances, we strive to achieve GHG emissions reductions in line with the goals of the Paris Agreement and to support the activities of our customers contributing to the transition toward and realization of a decarbonized society.

In addition, we are a member of the Net-Zero Banking Alliance, an international banking initiative aiming to achieve net zero emissions, and the Net Zero Asset Managers Initiative, a net zero initiative for asset managers. We are also involved in global discussions and the creation of various types of guidance to realize a decarbonized society. Furthermore, we have endorsed the recommendations of the Task Force on Climate-related Financial Disclosures (“TCFD”) since December 2017 and promote information disclosure in line with the TCFD recommendations.

We set a target to achieve net zero GHG emissions across our overall investment and loan portfolio by 2050 in line with the goals of the Paris Agreement, as well as in SMBC Group-wide operations by 2030. In order to achieve this target, we have been implementing specific measures and targets to facilitate the transition to a decarbonized society, reduce climate-related risks and capture growth opportunities. For further information, see “—Strategy—Net Zero Transition Plan.”

### ***Strategy***

#### ***Awareness of Risks***

We organize the transmission channels of climate change risk into physical and transition risks. We conduct climate scenario analysis for sectors that are expected to experience large impacts from climate change, quantify the financial impacts, and calculate portfolio GHG emissions. We share the risk awareness obtained through these processes and reflect it in our strategies. We have identified climate change risk as one of our Top Risks, which are risks that threaten to significantly impact management, and conducted scenario analyses of physical and transition risks while also introducing policies on businesses and sectors that are likely to have a significant impact on climate change. See “Item 3.D. Risk Factors—Risks Related to Our Business—We are exposed to risks associated with environmental and social issues.”

Physical risks consider how acute meteorological phenomenon and chronic climate change can directly damage physical assets or otherwise impact their value or productivity. The progress of global warming may lead to an increase in acute natural disasters such as typhoons and floods, and chronic climate changes such as an increase in precipitation due to a rise in average temperature. Accordingly, there are risks that we become unable to continue our business operations due to a disaster that strikes our head office or branch offices and a risk of increased costs due to disaster countermeasures and damage restoration. In addition, there are risks such as an increase in our credit costs and a decrease in deposits associated with a deterioration in customer performance and collateral damage due to natural disasters. Moreover, our operating income and values of assets held may decrease due to instability in financial markets, which could also adversely affect our ability to raise financing.

Transition risks consider how strengthening of policies, laws and regulations and changes in technologies and markets can lead to changes in the value of assets, commodities and companies. The transition to a decarbonized society is resulting in a push for tighter regulations at the national and international levels, including stricter carbon emission targets and carbon tax schemes, and may also promote transformation in the industrial structure due to the introduction of new technologies and energy sources and changes in consumer preferences. An increase in carbon emission control costs and changes in the supply and demand balance for products and services cause a deterioration in customer performance due to a revenue decline and impairment of existing assets for some customers, and as a result, there is a risk of an increase in our credit costs. Furthermore, it may be necessary to review our business strategies such as our financing policy for specific businesses and sectors. Companies are required to take measures such as business model transformation and carbon emission reduction that are appropriate for a decarbonized society. Growing demand for disclosure from stakeholders and efforts to address climate change are becoming one of the criteria for evaluation of companies. Lack of efforts to address climate change and delays in responding to demand for information disclosure may lead to a deterioration of our reputation, and, as a result, there is a risk of deterioration in our funding environment.

We continue to enhance the policies, expand the scope of our climate scenario analysis, and monitor other measures to strengthen our risk management framework. At the same time, we seek to reduce risks by supporting customers attempting to transition toward a decarbonized society.

#### *Awareness of Opportunities*

In order to realize a decarbonized society, it is indispensable to reform the industrial structure and socio-economy, as well as to pursue innovation and make large-scale equipment investment that enables drastic reductions in GHG emissions. The role of financial institutions is to provide financial support for technological innovation and equipment investment toward the realization of a decarbonized society. With the transition to a decarbonized society, various opportunities will arise such as:

- expansion of finance needs and business reorganization;
- needs for new financial products and services; and
- needs for leasing of decarbonization-related facilities.

Thus, we recognize there will be increasingly more opportunities for financial institutions like us to provide finance-related services. In addition, when transitioning to a decarbonized society, companies will be expected to address both economic values and social values. Thus, we will see more opportunities to provide our corporate customers with advice for their management issues.

#### *Net Zero Transition Plan*

We aim to achieve net zero for our own greenhouse gas emissions by 2030, and for our entire loan and investment portfolio by 2050. Our “Net Zero Transition Plan” (“Transition Plan”) is a systematized series of goals and actions to achieve net zero emissions. By executing the Transition Plan, we strive to reduce transition



risks facing us and our customers and expand growth opportunities associated with decarbonization. See “Item 3.D. Risk Factors—Risks Related to Our Business—We are exposed to risks associated with environmental and social issues.”

In the Transition Plan, we set implementation and engagement strategies to expand growth opportunities associated with mitigating transition risks and decarbonization as follows:

*Implementation Strategy.* Through expanding our decarbonization products and services to customers and the scope of risk analysis, enhancement of policies and phase-out strategies for specific business sectors, sophistication of portfolio management and advancement of credit management, we strengthen our risk analysis and management and work on the reduction of our GHG emissions. In addition, we accelerate the promotion of new initiatives matching customer needs that evolve continuously such as the development of decarbonization solutions, co-creation of decarbonization businesses and expansion of sustainable finance. Further, we aim to expand and refine the scope of portfolio GHG emission calculation/target setting and develop indicators that incorporate the impact on the real economy.

*Engagement Strategy.* To expand growth opportunities in line with the reduction of transition risks and decarbonization, we strengthen engagement with our customers and other stakeholders such as government agencies, investors and environmental NGOs. For example, we exchange opinions with our customers and other stakeholders on the direction of our net zero transition strategy. We also help our customers with creating growth opportunities related to decarbonization, reducing transition risks and contributing to the sustainable growth for each customer over the medium-to-long-term through financial support. Moreover, we are involved in the formulation of international standards and decision-making on policies, considering our social influence as a financial institution.

### **Initiatives to Conserve Natural Capital**

The stability of natural capital is supported by biodiversity: damage to it results in the loss of natural resources such as plants and animals, air, water and soil, and ultimately has a significant impact on human life. We strive to understand the potential risks in our assets related to natural capital and their impact on business activities throughout the supply chain.

In January 2022, we participated in the international alliance “Task Force on Nature-related Finance Disclosures (“TNFD”) Forum” in order to be engaged in the establishment of the risk management and disclosure framework and to proactively disclose information relevant to natural capital and biodiversity.

On April 3, 2023, we published the “SMBC Group 2023 TNFD Report,” which illustrated our stance on natural capital. In the report, we explain the direction of our initiatives in relation to natural capital by identifying the risks and opportunities based on an analysis of the relationship between our businesses and natural capital, as well as areas of particular emphasis, that is conducted in line with the framework of the TNFD. We strive to enhance our initiatives and disclosure regarding natural capital in order to support the world to become nature positive.

### **Initiatives Regarding Respect for Human Rights**

We commit to understand and respect internationally recognized human rights, such as the International Bill of Human Rights and the ILO Declaration on Fundamental Principles and Rights at Work at a minimum. We also work to respect human rights based on international standards such as the United Nations Guiding Principles on Business and Human Rights, the OECD Guidelines for Action on Multinational Enterprises, and the ILO MNE Declaration on Multinational Enterprises. We consider the impact of our business activities, including our supply chain, on the human rights of our customers, our employees and other stakeholders. We also respect human rights throughout all our business activities based on due diligence in order to identify, prevent and mitigate the

negative impact of our business activities on human rights. For example, we published our “Statement on Human Rights” and “Sustainable Procurement Policy” to protect and respect human rights in accordance with international human rights standards, and work to prevent complicity in human rights violations.

## **Human Capital Investment**

In addition to changes in the management and business environment, employee values have become more diverse due to generational changes in business leaders, promotion of women’s empowerment, and the growth of experienced hire recruitment. In order to continue being a place where diverse employees can gather, grow and play active roles, in our “SMBC Group Talent Policy,” which was established in April 2023, we clearly state “what we want our employees to be” and our “Employee Value Proposition.” Our employees are expected to “carry out their responsibilities as professionals,” “respect others and pursue the best results as a team,” and “carry on, stay bold even if challenging.” We provide an environment in which they can express their individuality, opportunities to contribute to customers and society by leveraging our business foundations, and support for career development and growth.

In accordance with the “SMBC Group Talent Policy,” we aim to advance measures that contribute to “Creating human resources portfolio that supports our strategy,” “Supporting employee growth and wellbeing” and “Maximizing team performance” for all employees in order to maximize human resources capabilities through group and global human capital management. Maximizing human resource capabilities and realizing both management strategy and employees’ aspirations will lead to achieving our management philosophy, together with the creation of both economic and social values.

### ***Creating a Human Resources Portfolio that Supports Our Strategy***

To create human resources portfolio that supports our strategy, including our medium-term management plan, we are reallocating our human resources and proactively hiring new employees.

As our business in the global market is driving the growth of SMBC Group, we provide various opportunities to our employees, regardless of where they are hired, including working experience at the headquarters and joint training in Tokyo so that we enhance our competitiveness through deep understanding of diversity and the strategies of the entire SMBC Group.

We have established succession plans for each key management position and we are strategically promoting and training candidates for these positions. In order to cultivate the skills necessary for management personnel, we are providing the candidates with opportunities to acquire group management perspectives and create networks among SMBC Group companies, through transfers or personnel exchange programs across the SMBC Group.

### ***Supporting Employee Growth and Wellbeing***

To support employees’ independent career development, our internal job posting allows employees to take on new challenges by applying for jobs and posts within SMBC Group companies. We also focus on career education. For example, we provide career training programs divided by age group and opportunities for consultation across SMBC Group companies. In addition, we allocate budget and human resources to unique business ideas that support our growth and provide an environment where their potential can be fully realized.

Several of our subsidiaries have issued a “Health and Productivity Management Declaration” and are working to create a safe and healthy work environment to maximize employee performance.

### ***Maximizing Team Performance***

We position diversity, equity and inclusion (“DE&I”) as our growth strategy. We aim to provide customers with greater value by enabling employees with diverse backgrounds to maximize their capabilities and thus enhance our team performance. Furthermore, we have established Diversity, Equity and Inclusion Committee, chaired by the Group CEO, where CEOs of several of our subsidiaries serve as members in order to promote DE&I. Under the commitment of top management, the committee sets key performance indicators for DE&I, oversees efforts to promote diversity across the entire SMBC Group, and discusses medium-to-long-term measures.

We conduct regular organization-wide employee surveys to visualize the state of engagement of the organization and employees and utilize the survey results to improve the organization. We also aim to enhance employee engagement and performance through one-on-one dialogues arranged on a regular basis with supervisors.

To further foster our employees’ engagement in the management of the SMBC Group, we consider employee interaction with our top management to be indispensable. We provide employees with opportunities to have dialogues with our top management through corporate seminars, lunch meetings, and various key training sessions.

## **Description of Operations and Principal Activities**

### ***Wholesale Business Unit***

The Wholesale Business Unit provides comprehensive solutions primarily for corporate clients in Japan that respond to wide-ranging client needs in relation to financing, investment management, risk hedging, settlement, M&A and other advisory services, digital services and leasing services. This business unit mainly consists of the wholesale businesses of SMBC, SMBC Trust Bank, SMFL, SMBC Nikko Securities and Sumitomo Mitsui Card.

### ***Financing and Investment Management***

The Wholesale Business Unit provides financing services that include bilateral loans, syndicated loans, commitment lines, structured finance, project finance, nonrecourse loans to and investments in corporate customers directly or through private equity funds, securitization, debt and equity underwriting and corporate bond trustee and registrar services.

The Wholesale Business Unit also provides investment management services such as deposits and investment trusts. In addition, this business unit offers a wide range of securities products to corporate clients through SMBC and SMBC Nikko Securities.

### ***Risk Hedging***

The Wholesale Business Unit provides various risk hedging services including forward exchange contracts and derivatives to meet our customers’ demand for hedging risks such as interest rate risk or foreign exchange rate risk in their transactions. This business unit also provides guarantee services including stand-by credit, performance bond and credit guarantee services.

### ***Settlement***

The Wholesale Business Unit offers a variety of products and services including remittance, cash management, trade finance for export and import activities and supply chain finance to optimize customers’ cash flows and business flows.

In addition, this business unit provides comprehensive settlement services including credit card issuing, merchant acquiring, collection outsourcing and factoring services for corporate customers through Sumitomo Mitsui Card.

#### *M&A and Other Advisory Services*

The Wholesale Business Unit responds to customers' diversifying business strategies and management issues by providing solutions custom-tailored to their business characteristics and growth stage.

The Wholesale Business Unit caters to large corporate clients in their global business activities by leveraging the collective strength of SMBC Group companies. For example, SMBC and SMBC Nikko Securities support the entire deal process of cross-border M&A projects on a collaborative basis.

For mid-sized companies and small and medium-sized enterprises, the Wholesale Business Unit provides a wide range of financial services including direct investment, LBO financing, debt restructuring, support for initial public offering and M&A advisory to enhance our customers' corporate value, working in conjunction with private equity funds as necessary. In real estate and related businesses, this business unit provides a full lineup of services including brokerage and asset management by SMBC Trust Bank and funding support mainly by SMBC.

For start-up companies, the Wholesale Business Unit offers support in accordance with clients' stage of growth such as management consulting, venture investment, financing and support for initial public offerings.

For clients considering business overseas, the Wholesale Business Unit provides tailored information on local laws and regulations and on Japanese companies already present in target countries. For clients who already have business overseas, each SMBC Group company collaborates to provide high quality solutions in areas such as business expansion and reorganization.

#### *Digital Services*

The Wholesale Business Unit supports customers' digitalization and new business creation efforts, reflecting growing needs for our customers' digital innovation and digital transformation not only among large enterprises but also among mid-sized companies and small and medium-sized enterprises. For example, this business unit provides tailor-made solution proposals, corporate digital platform services, cashless payments and online business matching services.

#### *Leasing*

The Wholesale Business Unit provides a wide range of leasing services including equipment, operating and leveraged leasing mainly through SMFL, one of the major leasing companies in Japan. We have a 50% equity interest in SMFL while the remaining 50% is held by Sumitomo Corporation ("Sumitomo Corp"), a non-affiliate, which makes SMFL our joint venture with Sumitomo Corp.

#### *Retail Business Unit*

The Retail Business Unit provides financial services to consumers residing in Japan and mainly consists of the retail businesses of SMBC, SMBC Trust Bank, SMBC Nikko Securities, Sumitomo Mitsui Card and SMBC Consumer Finance. This business unit offers a wide range of products and services for consumers, including wealth management services, settlement services, consumer finance and housing loans, in order to address the financial needs of all individual customers.

### *Wealth Management*

The Retail Business Unit offers a variety of wealth management services to high-net-worth customers as well as customers with needs for asset building in the mass affluent and mass segments. The financial products and services that this business unit offers include deposit products such as time deposits and foreign currency deposits, investment trusts, equities, bonds, insurance products and trust services.

In order to meet high-net-worth customers' diverse needs for asset management, including asset succession, SMBC, SMBC Trust Bank and SMBC Nikko Securities are promoting greater collaboration by leveraging SMBC's broad client base and high advisory capabilities of SMBC Trust Bank and SMBC Nikko Securities. In addition, we are appointing dedicated staff to high-net-worth customers to give them access to outstanding advice and service.

### *Settlement*

The Retail Business Unit conducts credit card, installment and transaction businesses and provides customers with secure and convenient payment methods and offer a variety of settlement and finance services to meet diverse customer needs through Sumitomo Mitsui Card.

Sumitomo Mitsui Card is a leading company in Japan's credit card industry, having introduced the Visa brand into the Japanese market, and issues a variety of affiliated credit cards in cooperation with partners including, but not limited to, railway companies, airline companies, department stores and online retailers to satisfy both these partners' and cardholders' needs. Sumitomo Mitsui Card, together with GMO Payment Gateway, Inc. and Visa Worldwide Japan, Co., Ltd., also provides a next generation payment platform that enables one-stop support for multiple payment methods on a single device. Sumitomo Mitsui Card conducts credit card, installment (such as shopping credit and automobile loans) and solution (such as collection outsourcing and factoring) businesses.

SMBC and Sumitomo Mitsui Card are leveraging their strengths to address cashless payment needs and integrate marketing and business operations.

On April 1, 2024 Sumitomo Mitsui Card merged with SMBC Finance Service Co., Ltd. ("SMBC Finance Service"), which had been Sumitomo Mitsui Card's wholly owned subsidiary and conducted credit card, installment (such as shopping credit and automobile loans) and solution (such as collection outsourcing and factoring) businesses. This merger was made for the purpose of enhancing the overall strength of the companies and accelerating our group's initiatives for cashless payment strategy to address all payment needs of both consumers and merchants.

### *Consumer Finance*

The Retail Business Unit offers a variety of consumer loan products including unsecured card loan products mainly through SMBC, SMBC Consumer Finance and Sumitomo Mitsui Card to meet the wide range of individual customers' demand for funds. Also, SMBC Consumer Finance guarantees certain consumer loans made by SMBC and other financial institutions.

On April 1, 2023, Sumitomo Mitsui Card acquired all shares of SMBC Mobit Co., Ltd. from SMBC Consumer Finance and made a wholly owned subsidiary and subsequently, on July 1, 2023, Sumitomo Mitsui Card merged with SMBC Mobit Co., Ltd. This reorganization was made in anticipation of a merger to strengthen our response to the settlement driven financing needs associated with customer purchases, which are expected to continue to grow along with the growth of the cashless market in Japan.

### *Housing Loans*

The Retail Business Unit provides housing loans with a variety of terms and interest rates, including fixed-rate loans with 2- to 35-year terms, to meet diversified customer needs. As an example of a product addressing a specific customer need, this business unit offers a housing loan combined with an insurance policy that covers the repayment of the outstanding loan balance in the event the borrower is diagnosed with certain diseases. Housing loans are principally secured by collateral or supported by guarantees.

The Retail Business Unit operations are mainly conducted through a large and well developed branch network. We had a domestic network consisting of 455 SMBC branch offices, 26 SMBC Trust Bank branch offices, 107 SMBC Nikko Securities branch offices and 447 SMBC Consumer Finance staffed and unstaffed branch offices at March 31, 2024. For the convenience of individual customers, some SMBC branches operate on weekday evenings and provide wealth management services through arranging consultation sessions on weekends and national holidays. Further, consumer loan promotion offices of SMBC offer housing loan consultation on weekends and national holidays.

The Retail Business Unit also operates an extensive network of ATMs in Japan. SMBC offers its customers' access to ATMs, some of which are SMBC's ATMs and the majority of which are ATMs made available through arrangements with other ATM providers such as convenience store chains. At March 31, 2024, the number of SMBC's ATMs was 4,002. In addition, SMBC Consumer Finance offers its customers' access to 924 automatic contract machines and ATMs at March 31, 2024.

This business unit also offers internet banking services for consumers. At March 31, 2024, SMBC's internet banking services had approximately 21 million registered users. The users are able to transfer funds, perform balance inquiries, make time deposits and foreign currency deposits, and buy and sell investment trusts over the internet with smartphones and computers.

Moreover, in the credit card business, there are approximately 36 million card holders of Sumitomo Mitsui Card and SMBC Finance Service at March 31, 2024.

The Retail Business Unit is pursuing services tailored to the changing needs and behaviors of our customers by increasing the number of procedures that can be completed digitally or remotely, and improving video chat functions. In addition, through the development of joint branches shared by SMBC, SMBC Nikko Securities, and SMBC Trust Bank, we provide a one-stop service and achieve both greater convenience for customers and more efficient branch operations.

The Retail Business Unit promotes digitalization in a variety of areas, including the promotion of the use of debit cards and credit cards that address cashless payment needs, a smartphone application that allows our customers to easily and seamlessly view information on transactions with SMBC and Sumitomo Mitsui Card, and an automated chat service utilizing artificial intelligence. In March 2023, we launched a new digital financial service allowing retail customers to seamlessly access various financial services such as banking services, payment services, finance services, securities services and insurance services through our smartphone application. As a complement to the digital channels, SMBC is developing the "STORE," which is a new kind of physical store branch, where customers can handle day-to-day procedures at their convenience, operated by a small number of staff in easily accessible business locations. At the "STORE," customers can handle various procedures, such as updating their bank account information, by using devices which are connected to our call center during extended hours, including weekday evenings, weekends and national holidays. We also provide financial consultation services including wealth management services at the "STORE."

### ***Global Business Unit***

The Global Business Unit supports the global businesses of a diverse range of clients, such as Japanese companies operating overseas, non-Japanese companies, financial institutions, government agencies, public



corporations and retail clients of various countries. This business unit mainly consists of the global businesses of SMBC, SMBC Trust Bank, SMFL, SMBC Nikko Securities and their foreign subsidiaries. At March 31, 2024, we have global network of 151 overseas offices.

### *Banking Business*

The Global Business Unit provides a variety of tailored products and services to meet customer and market requirements, including loans, deposits, clearing services, trade finance, project finance, loan syndication, derivatives and global cash management services.

SMBC seeks to meet customers' needs globally, together with the network of SMBC's foreign banking subsidiaries such as SMBC Bank International plc, Sumitomo Mitsui Banking Corporation (China) Limited, PT Bank BTPN Tbk, SMBC MANUBANK (which changed its corporate name from Manufacturers Bank in November 2023), SMBC Bank EU AG, SMFG India Credit Company Limited and foreign banking associates, including The Bank of East Asia, Limited, ACLEDA Bank Plc, Vietnam Prosperity Joint-Stock Commercial Bank and VPBank SMBC Finance Company Limited.

In October 2021, SMBC Consumer Finance, our wholly-owned subsidiary, acquired a 49.0% equity interest in VPBank Finance Company Limited, a consumer finance company in Vietnam, from Vietnam Prosperity Joint-Stock Commercial Bank. As a result, VPBank Finance Company Limited became our associate and changed its corporate name to VPBank SMBC Finance Company Limited.

In November 2021, we acquired a 74.9% equity interest in Fullerton India, which became our subsidiary. Fullerton India has a pan-India distribution network. This acquisition was made in order to gain a retail finance platform in India and further expand our business franchise in Asia. Fullerton India changed its name to SMFG India Credit Company Limited on May 11, 2023. Subsequently, on March 6, 2024, we acquired the remaining 25.1% equity interest in SMFG India Credit Company Limited and made it our wholly owned subsidiary.

In April 2022, SMBC Bank EU AG merged with our securities business subsidiary in Germany, SMBC Nikko Capital Markets Europe GmbH. The merger enables us to offer banking and securities products to our customers through a single entity providing a full range of financial services in the European Union.

In July 2023, to build a platform for the U.S. retail business and sustain growth in the U.S. operations, SMBC MANUBANK launched the "Jenius Bank," a digital-based retail banking business which began offering personal loans and savings accounts to U.S. residents.

In October 2023, SMBC acquired a 15.0% equity interest in Vietnam Prosperity Joint-Stock Commercial Bank, a commercial bank in Vietnam. As a result, Vietnam Prosperity Joint-Stock Commercial Bank became our associate.

### *Securities and Derivatives Business*

In overseas markets, the Global Business Unit provides services such as equity and fixed income sales and trading, underwriting activities, Japanese stock brokerage, M&A advisory and derivatives through SMBC Nikko Capital Markets Limited, SMBC Bank EU AG, SMBC Nikko Securities America, Inc., SMBC Capital Markets Inc. and SMBC Capital Markets (Asia) Limited, which are subsidiaries of SMBC in Europe, Middle East and Africa, the United States and Asia. In addition, this business unit provides services such as equity and fixed income sales and trading, underwriting activities, Japanese stock brokerage and M&A advisory services through SMBC Nikko Securities (Hong Kong) Limited and SMBC Nikko Securities (Singapore) Pte. Ltd. Together with other SMBC Nikko Securities' subsidiaries and affiliates, this business unit offers high quality financial services to clients on a global basis. Further, we have been strengthening strategic capital and business alliances with Jefferies Group LLC, a U.S. general securities firm, and expanding the business and regions covered by the collaboration.

### *Leasing Business*

The Global Business Unit provides a variety of leasing services related to the construction machinery, transportation equipment, industrial machinery, medical equipment and other categories mainly through SMFL's offices overseas. This business unit also offers aircraft leasing services through SMBC Aviation Capital Limited, a subsidiary of SMFL.

On December 14, 2023, we transferred our entire interest in SMBC Rail Services LLC, our railcar operating leasing subsidiary in the United States, to a non-affiliate investment company. As a result, SMBC Rail Services LLC is no longer our subsidiary.

### ***Global Markets Business Unit***

The Global Markets Business Unit offers solutions through foreign exchange products, derivatives, bonds, stocks and other marketable financial products, and also undertakes asset liability management operations, which help comprehensively control balance sheet liquidity risks and market risks. This business unit consists of the Global Markets and Treasury Unit of SMBC, which was renamed from the Treasury Unit in April 2023 and the Global Markets Division of SMBC Nikko Securities.

#### *Asset Liability Management and Portfolio Management*

The Global Markets Business Unit maintains high profitability and stability by establishing a portfolio with highly liquid products and focusing on products for which investment appetite is high, and by carrying out portfolio rebalancing in a nimble and dynamic manner in response to changes in market conditions.

#### *Foreign Currency Funding*

To support our overseas businesses, this business unit strives to improve the stability of our foreign currency funding by diversifying funding methods and expanding the scope of investors we target. At the same time, this business unit keeps appropriate control of the balance sheet in response to international financial regulations.

#### *Sales and Trading*

The Global Markets Business Unit provides detailed information on market conditions and economic trends to address customers' hedging and asset management needs, expands its product lineup in foreign exchange, derivative, bond, stock and other products and supplies timely solutions to increase customer satisfaction and SMBC Group earnings.

In addition, this business unit encourages the use of electronic transactions such as its electronic foreign exchange execution platform available via the internet to respond to the needs of a wider range of customers.

### ***Other Major Business***

#### *System Development, Data Processing, Management Consulting and Economic Research*

We provide financial consultation services relating to management reforms, IT, the planning and development of strategic information systems and outsourcing. We also conduct diverse activities including domestic and international economic research and analysis, policy recommendations and business incubation. We offer these services mainly through The Japan Research Institute.

#### *Asset Management*

We provide mutual funds and investment management services such as alternative investment strategy, customized portfolio products, and active investment strategy for a wide range of investors in order to aim to achieve sustainable long term-growth through SMDAM and TT International Asset Management Ltd.

## *Management Policies*

On May 15, 2023, we announced our new medium-term management plan, “Plan for Fulfilled Growth” for the three-year period through March 2026. In the medium-term management plan, we aim to realize “Growth with Quality” by addressing the paradigm shift in our business environment and further evolving our initiatives by leveraging our consolidated capabilities.

In order to realize “Growth with Quality,” we added the “Create Social Value” as a pillar of our corporate philosophy and seek to lead in addressing social issues. We aim to balance economic growth with the resolution of social issues, therefore contributing to “Fulfilled Growth.” We also seek to create economic value by exponentially strengthening profitability that is accompanied by enhanced capital efficiency by engaging in the bold reallocation of management resources and carrying out our respective initiatives in a speedy manner. We aim to significantly rebuild our corporate infrastructure in order to win the trust of our customers and other stakeholders which forms the basis of our various activities. “Plan for Fulfilled Growth,” the title of our new medium-term management plan, illustrates our strong commitment to contributing to “Fulfilled Growth” through our three core policies of “Create Social Value,” “Pursue Economic Value,” and “Rebuild Corporate Infrastructure.”

### *Create Social Value: Contribute to “Fulfilled Growth”*

We designated “Environment,” “DE&I/Human Rights,” “Poverty & Inequality,” “Declining Birthrate & Aging Population,” and “Japan’s Regrowth” as our priority issues. With the aim of addressing these priority issues, we will further expand Group-based activities to create social value and to return the said value to society. Through such efforts, we aim to contribute to the realization of “Fulfilled Growth” where all of society and humanity can enjoy sustained prosperity, as well as the generation of economic growth. We further encourage the participation of our employees in the creation of social value so that they feel pride and satisfaction in their responsibilities by proactively engaging in our priority issues.

### *Pursue Economic Value: Transformation & Growth*

In continuation from the previous medium-term management plan, we positioned “Transformation & Growth” as a key phrase and engage in continuous business model reform which reflects major changes in the environment and carry out efforts to establish franchises in strategic overseas areas while steadily realizing the benefits of existing growth investments and initiatives. Through these efforts, we aim to transform our business portfolio and realize robust growth in profitability that is accompanied by enhanced capital efficiency. We established key strategic areas based on the following three perspectives in response to changes in our business environment.

- In our domestic business, taking into consideration the potential for future interest rate hikes, we seek to build a more stable and efficient business model by expanding our client business in a more effective manner through efforts such as the expansion of digitalization, enhancing our payment business, and revising our marketing framework.
- We seek to enhance our capital efficiency by not relying solely on the expansion of our balance sheet, but by also offering a diverse range of risk solutions and enhancing our fee business.
- In our overseas business, we seek to realize robust growth that drives the growth of the entire SMBC Group through our business in the United States and by establishing a second and third franchise in Asia through our “Multi-Franchise Strategy” while at the same time enhancing capital efficiency by replacing the contents of our portfolio.

### *Rebuild Corporate Infrastructure: Quality builds Trust*

We positioned “Quality builds Trust” as a key phrase and aim to engage in tireless efforts to enhance our corporate infrastructure and win the trust of our customers and other stakeholders. We prioritize the further

embedment of a sound corporate culture and the enhancement of our governance and compliance capabilities. These are all key prerequisites to conducting a successful business. We seek to carry out, on an SMBC Group basis, initiatives to strengthen the regulatory awareness of our employees and the enhancement of internal controls through investments in IT and personnel deployment. Furthermore, in order to realize resilient operations in an uncertain business environment, we aim to work to enhance our risk analysis and risk control capabilities. In addition, with the goal of expanding and strengthening our business model, we aim to enhance the quality of our corporate infrastructure by strengthening HR investments and management for the purposes of developing and securing diverse and high-performance personnel while also proactively executing IT investments on an unprecedented scale.

### Revenues by Region

The following table sets forth the percentage of our total operating income under IFRS for the fiscal years ended March 31, 2024, 2023 and 2022, based on the total operating income of our offices in the indicated regions. For each of the periods presented, we earned the highest proportion of our total operating income in Japan among the indicated regions. We compete with other major Japanese banking groups and financial service providers in Japan. We earned the remainder in the Americas, Europe and Middle East, and Asia and Oceania, where we mainly compete with global financial institutions.

	For the fiscal year ended March 31,		
	2024	2023	2022
<b>Region:</b>			
Japan .....	36%	47%	58%
Foreign:			
Americas .....	29%	22%	19%
Europe and Middle East .....	10%	9%	9%
Asia and Oceania (excluding Japan) .....	25%	22%	14%
Total .....	<u>100%</u>	<u>100%</u>	<u>100%</u>

### Seasonality

Our business is not materially affected by seasonality.

### Sources and Availability of Raw Materials

We are not reliant on any particular source of raw materials.

### Marketing Channels

See “—Description of Operations and Principal Activities” for a discussion of our marketing channels.

### Regulations in Japan

Our businesses are subject to extensive regulation, including the effects of changes in the laws, regulations, policies, voluntary codes of practice and interpretations in Japan. On the other hand, deregulation of banking activities in Japan, and more generally of the Japanese financial system, has proceeded, which has made the Japanese banking industry highly competitive.

#### *Supervisory and Regulatory Authorities*

Pursuant to the Banking Act, the Financial Services Agency of Japan has the authority in Japan to supervise banks, bank holding companies and banks’ principal shareholders, meaning bank shareholders having 20% (or

15% in some cases) or more of the voting rights of a bank. The Bank of Japan also has supervisory authority over banks in Japan based primarily on its contractual agreements and transactions with Japanese banks. Only companies licensed by the Prime Minister are defined as banks under the Banking Act, and licenses may be granted only to a *kabushiki kaisha*, a joint stock corporation, with paid-up capital of ¥2 billion or more.

#### *The Financial Services Agency of Japan*

The Prime Minister has supervisory authority over banks in Japan, which is generally delegated to the Financial Services Agency of Japan (“FSA”) except for matters prescribed by cabinet order. The Minister for Financial Services has the power to direct the FSA. Under the Banking Act, the FSA has supervisory control over banks, bank holding companies and banks’ principal shareholders in Japan, except for matters to which the Prime Minister retains authority.

The FSA’s authority includes granting and revoking of operating licenses, and approving business activities such as becoming a principal shareholder, establishment of subsidiaries or overseas offices, mergers, corporate splits or business transfers, and dissolutions or discontinuations of business by existing banks, etc.

The FSA may also instruct a Japanese bank to suspend its business or to remove directors if the bank violates laws, other regulations or their articles of incorporation or commits acts contrary to public policy. The FSA may also direct a Japanese bank in financial difficulty to take certain actions, such as holding certain property in Japan for the protection of depositors. Under the prompt corrective action (“PCA”) system, the FSA may take corrective actions in the case of capital deterioration of financial institutions.

The Ministry of Finance and the FSA have introduced a number of regulatory measures into the banking sector in Japan to secure sound management of banks, as well as measures to increase the transparency of the regulatory process, such as bank holding company regulations, single customer credit limits, disclosure regulations, regulations regarding reserves for loan losses and inspections.

The Banking Act authorizes the FSA to inspect banks and bank holding companies in Japan at any time and with any frequency. The FSA monitors the financial soundness of banks and the status and performance of their control systems and reviews their compliance with laws and regulations. The FSA had issued guidelines on its inspection of financial institutions called the Financial Inspection Manual. The Financial Inspection Manual itself does not have the force of law, but the FSA’s inspections of banks have been based on the Financial Inspection Manual, which emphasized the need for bank self-assessment rather than assessment based on the advice of the government authority and risk management by each bank instead of a mere assessment of its assets. In December 2017, the FSA published a report on its supervisory approaches and transformation, which was revised in June 2018. Based on the report, the FSA introduced its new supervisory approaches, which include expanding the scope of its supervisory approaches from a backward-looking, element-by-element compliance check to substantive, forward-looking and holistic analysis and judgment, leading to the FSA’s repeal of the Financial Inspection Manual in December 2019. Following an inspection, the FSA may exercise its authority over a bank under the Banking Act to suspend or terminate its banking business.

#### *The Ministry of Finance*

The Ministry of Finance conducts examinations of banks in relation to foreign exchange transactions under the Foreign Exchange and Foreign Trade Act of Japan (the “FEFTA”).

#### *The Bank of Japan*

The Bank of Japan (“BOJ”) is the central bank of Japan and serves as the principal instrument for the execution of Japan’s monetary policy. The BOJ implements monetary policy mainly by adjusting its basic loan rate, open market operations and imposing deposit reserve requirements. All banks in Japan maintain deposits

with the BOJ and rely substantially upon obtaining borrowings from and rediscounting bills with the BOJ. Moreover, most banks in Japan maintain current accounts under agreements with the BOJ pursuant to which the BOJ can conclude a contract with SMBC concerning on-site examinations. BOJ supervision is intended to support the effective execution of monetary policy, while FSA supervision aims to maintain the sound operations of banks in Japan and promote the security of depositors. Through its examinations, the BOJ seeks to identify problems at an early stage and give corrective guidance where necessary.

### ***Regulations Regarding Capital Adequacy and Liquidity***

#### ***Capital Adequacy Requirement***

In 1988, the BCBS issued the Basel Capital Accord. The Basel Capital Accord sets minimum risk-weighted capital ratios for the purpose of maintaining sound management of banks which have international operations. The minimum risk-weighted capital ratio required was 8% on both a consolidated and nonconsolidated basis. In 2004, the BCBS issued the amended Basel Capital Accord (“Basel II”), which includes detailed measurement of credit risk, the addition of operational risk, a supervisory review process and market discipline through disclosure. These amendments did not change the minimum risk-weighted capital ratio of 8% applicable to banks with international operations (including SMBC). These rules took effect in Japan in 2007, and since 2008, banks are able to apply the advanced IRB approach for credit risk and the advanced measurement approach for operational risk.

In July 2009, the BCBS approved a final package of measures to enhance certain elements of the Basel II framework, which includes an increase of the risk weights of securitization instruments and revisions of certain trading book rules (referred to as “Basel 2.5”), and the FSA’s capital adequacy guidelines which reflect such framework have been applied in Japan from December 2011.

In September 2009, the GHOS reached an agreement on several key measures to strengthen regulation of the banking sector, and in December 2009 the BCBS published a consultative document entitled “Strengthening the resilience of the banking sector” containing proposals on these measures centering on several core areas. The BCBS’ proposals focused on raising the quality, consistency and transparency of the regulatory capital base through measures including a requirement that the predominant form of Tier 1 capital must be common shares and retained earnings; limitations on the use of hybrid instruments with an incentive to redeem; a requirement that regulatory adjustments, including deductions of the amount of net deferred tax assets which rely on the future profitability of a bank, be applied to common equity generally; and a requirement for additional disclosure regarding regulatory capital levels.

The BCBS’ proposals also cover the following key areas:

- strengthening the risk coverage of the capital framework;
- introducing a leverage ratio as a supplementary measure to the Basel II risk-based framework with a view to migrating to a Pillar 1 (minimum capital requirement) treatment based on appropriate review and calibration (for further information, see “Leverage Ratio” below);
- introducing measures to promote the build-up of capital buffers in good times that can be drawn upon in periods of stress; and
- introducing minimum liquidity standards for internationally active banks that include a 30-day liquidity coverage ratio requirement underpinned by a longer-term structural liquidity ratio (for further information, see “Liquidity Requirement” below).

In July 2010, the GHOS reached a broad agreement on the overall design of the BCBS’ capital and liquidity reform package. In addition, in August 2010, the BCBS issued for consultation a proposal to enhance the loss absorbency function of regulatory capital. In September 2010, the GHOS announced a substantial strengthening of existing capital requirements. The framework of the proposed reform was endorsed by the G-20 leaders at their Seoul summit in November 2010.



These capital reforms were phased in from January 2013 to January 2019. The minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 4.5%, 6% and 8% respectively since January 2015. Moreover, banks have been required to hold a capital conservation buffer of 2.5% to withstand future periods of stress since January 2019. As a result, taking the capital conservation buffer into account, the minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 7%, 8.5% and 10.5% respectively since January 2019. In addition, a countercyclical buffer within a range of 0% to 2.5% of Common Equity Tier 1 capital has been implemented according to national circumstances. In December 2010, the BCBS published the new Basel III rules text. To reflect changes made by the BCBS, the FSA changed its capital adequacy guidelines. The FSA's changes have mostly been applied from March 31, 2013, which generally reflect the main measures of the minimum capital requirements of the BCBS that started to be phased in on January 1, 2013 and have been fully applied from March 2019. The FSA's changes which reflect capital buffer requirements under Basel III and the G-SIB capital surcharge described below have been applied from March 2016.

In addition to the above-mentioned minimum capital requirements and capital buffer requirements under Basel III, organizations identified by the FSB as G-SIBs, which includes us, are required to maintain an additional 1% to 2.5% of Common Equity Tier 1 capital as a percentage of risk-weighted assets based on the organization's size, interconnectedness, substitutability, complexity and cross-jurisdictional activity as determined by the FSB. The amount of G-SIB capital surcharge that has applied to us from 2019 based on the FSB's determination is 1% of risk-weighted assets. The FSB updates its list of G-SIBs on an annual basis.

G-SIBs are also subject to a global standard for TLAC, which establishes minimum requirements for loss-absorbing and recapitalization capacity available in resolution at G-SIBs, to ensure that they can be resolved in an orderly manner without putting public funds at risk. In November 2015, as part of its agenda to address risks arising from G-SIBs, the FSB published the FSB's TLAC Standards. The FSB's TLAC Standards define certain minimum requirements for instruments and liabilities so that if a G-SIB fails, it will have sufficient loss-absorbing and recapitalization capacity available to ensure that it can be resolved in an orderly manner which minimizes potential impact on financial stability, maintains the continuity of critical functions and avoids exposing public funds to loss.

In March 2019, the FSA published the Japanese TLAC Standards. The Japanese TLAC Standards apply to Covered SIBs, which includes (i) Japanese G-SIBs, which are designated as G-SIBs by the FSA in accordance with the designation by the FSB, such as us, and (ii) any domestic systemically important bank in Japan (Japanese D-SIB) that has been deemed to be in particular need for a cross-border resolution arrangement and as having particular systemic significance to the Japanese financial system if it fails. The Japanese TLAC Standards were applied to Japanese G-SIBs from March 31, 2019.

Under the FSB's TLAC standards and the Japanese TLAC Standards, entities designated by the FSA as an entity that would enter into domestic resolution proceedings for Japanese G-SIBs, or the Domestic Resolution Entities, are required:

- to meet certain minimum external TLAC requirements (being at least 16% of their risk-weighted assets from March 2019 and at least 18% of their risk-weighted assets from March 2022 as well as at least 6% of their Basel III leverage ratio denominator from March 31, 2019, at least 6.75% from March 31, 2022 and at least 7.10% from April 1, 2024, while excluding amounts of deposits to the BOJ from the total exposure for the purpose of calculation of the applicable Basel III leverage ratio denominator, taking into account exceptional macroeconomic conditions and other circumstances); and
- to cause any material subsidiaries or material sub-groups in Japan designated as systemically important by the FSA, or any foreign subsidiaries that are subject to TLAC or similar requirements by the relevant foreign authorities, to maintain a certain level of capital and debt that is recognized as having loss-absorbing and recapitalization capacity ("internal TLAC").

In addition, according to the Japanese TLAC Standards, Japanese G-SIBs are allowed to count Japan's deposit insurance fund reserves in an amount equivalent to 2.5% of their risk-weighted assets from March 2019 and 3.5% of their risk-weighted assets from March 2022 as external TLAC.

The Japanese TLAC Standards also prescribe a minimum TLAC requirement of at least 6% of the resolution group's Basel III leverage ratio denominator from March 31, 2019, increasing to at least 6.75% from March 31, 2022, in accordance with the FSB's TLAC Standards, for bank holding companies of Japanese G-SIBs including us. The minimum TLAC requirement under the Japanese TLAC Standards increased to 7.10% of the resolution group's Basel III leverage ratio denominator from April 1, 2024, while excluding amounts of deposits to the BOJ from the total exposure for the purpose of calculation of the applicable Basel III leverage ratio denominator, taking into account exceptional macroeconomic conditions and other circumstances.

In our case, the FSA designated SMFG as our Domestic Resolution Entity, which makes SMFG subject to the external TLAC requirements. The FSA also designated SMBC and SMBC Nikko Securities as our material subsidiaries in Japan, for which we are required to maintain a certain level of internal TLAC.

In the FSA's explanatory paper entitled "The FSA's Approach to Introduce the TLAC Framework," which was published in April 2016 and revised in April 2018, the FSA has identified Single Point of Entry ("SPE") resolution, in which resolution powers are applied to the ultimate holding company of a banking group by a single national resolution authority, as the preferred strategy for resolving currently designated G-SIBs in Japan. Under a possible model for SPE resolution of Japanese G-SIBs described in the Japanese TLAC Standards, if, with respect to a material subsidiary of a Japanese G-SIB that is designated as systemically important by the FSA, the FSA issues to the Domestic Resolution Entity of the Japanese G-SIB an order concerning the restoration of financial soundness, including recapitalization of, and restoration of liquidity to, such material subsidiary, such material subsidiary's internal TLAC instruments will be written off or, if applicable, converted into equity in accordance with the applicable contractual loss-absorption provisions of such internal TLAC instruments. The FSA may issue such an order pursuant to Article 52-33, Paragraph 1 of the Banking Act upon its determination that the material subsidiary is non-viable due to a material deterioration in its financial condition after recognizing that its liabilities exceed or are likely to exceed its assets, or that it has suspended or is likely to suspend payment of its obligations.

Furthermore, as a disincentive for G-SIBs facing the maximum G-SIB capital surcharge to "increase materially their global systemic importance in the future," an additional 1% capital surcharge could be applied. So long as we are identified as a G-SIB, we are also subject to stronger supervisory mandates and higher supervisory expectations for risk management functions, data aggregation capabilities, risk governance and internal controls. The substance of this heightened supervision has not yet been fixed, but we anticipate that at a minimum any rules will contain more stringent reporting requirements and impose common frameworks for data aggregation and internal risk management processes on G-SIBs.

Because we have been identified as a G-SIB, we are also subject to, among other things, resolution-related requirements described in the FSB's "Key Attributes of Effective Resolution Regimes for Financial Institutions." In particular, the FSB has required the initial group of G-SIBs to have in place a recovery and resolution plan, including a group-level plan, containing various specified elements, to be subject to regular resolvability assessments. Under the Comprehensive Guidelines for Supervision of Financial Instruments Business Operators, etc., issued by the FSA, as part of crisis management, financial institutions identified as G-SIBs must prepare and submit a recovery plan, which includes a description of events that would trigger implementation of the recovery plan and the analysis of the recovery options to the FSA, and the FSA must prepare the resolution plan for each G-SIB.

In December 2017, the GHOS endorsed the outstanding Basel III regulatory reforms. The endorsed reforms include the following elements:

- a revised standardized approach for credit risk;

- revisions to the internal ratings-based approach for credit risk, where the use of the most advanced internally modeled approaches for low-default portfolios will be limited;
- revisions to the credit valuation adjustment framework, including the removal of the internally modeled approach and the introduction of a revised standardized approach;
- a revised standardized approach for operational risk, which will replace the existing standardized approaches and the advanced measurement approach;
- revisions to the measurement of the leverage ratio and a leverage ratio buffer for G-SIBs; and
- revisions to the capital floor, under which banks' risk-weighted assets must be no lower than 72.5% of total risk-weighted assets as calculated using only the standardized approaches under the revised Basel III framework, and a requirement that banks disclose their risk-weighted assets based on such standardized approaches.

In March 2020, the GHOS endorsed a set of measures to provide additional operational capacity for banks and supervisors to respond to the immediate financial stability priorities resulting from the impact of the COVID-19 pandemic on the global banking system. According to the measures, the implementation timeline of the outstanding Basel III standards has been deferred by one year. The revised framework, other than revisions to the capital floor, were scheduled to take effect from January 1, 2023. The revisions to the capital floor were scheduled to be phased in from January 1, 2023, with an initial capital floor of 50%, and were scheduled to reach 72.5% by January 1, 2028. In March 2020, in light of the above changes, the FSA announced its plan to defer the implementation of Basel III standards in Japan by one year, to March 31, 2023. On September 28, 2021, the FSA announced its plan to allow domestic banks which do not use internal models to calculate the amount of credit risk to delay the application of the Basel III standards in Japan for another year, to March 31, 2024. Furthermore, in March 2022, the FSA announced that it would defer the implementation of Basel III standards in Japan based on international developments and dialogue with stakeholders, (i) for domestic banks which use internal models to calculate the amount of credit risk and internationally active banks, including us, to March 31, 2024 and (ii) for domestic banks which do not use internal models to calculate the amount of credit risk to March 31, 2025 (in both cases, excluding banks that have notified the FSA that they wish to apply Basel III standards earlier). On April 28, 2022 and November 30, 2022, the FSA published amendments to the regulatory notices regarding credit risk, credit valuation adjustment risk, market risk and operational risk for implementation of the Basel III standards in Japan.

Our securities subsidiaries in Japan are also subject to capital adequacy requirements under the FIEA. Under the requirements, securities firms must maintain a minimum capital adequacy ratio of 120% on a nonconsolidated basis and must file periodic reports with the Commissioner of the FSA or the Director-General of the appropriate Local Finance Bureau, and also publicly disclose their capital adequacy ratio on a quarterly basis. In addition, securities firms whose total assets exceed ¥1,000 billion are required to maintain this minimum capital adequacy ratio on a consolidated basis. This requirement on a consolidated basis is applied in addition to and in a manner similar to the requirements on a nonconsolidated basis referred to above. Failure to meet the capital adequacy requirements will trigger mandatory regulatory action. For example, in the case of the requirement on a nonconsolidated basis, a securities firm with a capital adequacy ratio of greater than 120%, but less than 140% will be required to file daily reports with the Commissioner of the FSA or the Director-General of the appropriate Local Finance Bureau. A securities firm with a capital adequacy ratio of less than 120% may be ordered to change its business conduct, place its property in trust or be subject to other supervisory orders, as the relevant authorities deem appropriate. A securities firm with a capital adequacy ratio of less than 100% may be subject to temporary suspension of all or part of its business operations or cancellation of its license to act as a securities broker and dealer.

The capital adequacy ratio for securities firms is defined as the ratio of adjusted capital to a quantified total of business risks, which include market risks, counterparty risks and operational risks (e.g., risks in carrying out daily business activities, such as administrative problems with securities transactions and clerical mistakes)

quantified in the manner specified by a rule promulgated under the FIEA. Adjusted capital is defined as net worth less illiquid assets, as determined in accordance with Japanese GAAP. Net worth consists mainly of stated capital, additional paid-in capital, retained earnings, reserves for securities transactions, certain allowances for doubtful current accounts, net unrealized gains (losses) in the market value of investment securities, and subordinated debt. Illiquid assets generally include non-current market assets, certain deposits and advances, and prepaid expenses.

### *Leverage Ratio*

In March 2015, the FSA published its leverage ratio guidelines which have been applied from March 31, 2015 to help ensure broad and adequate capture of both on- and off-balance sheet sources of leverage for internationally active banks. The FSA's leverage ratio guidelines are based on the text of the leverage ratio framework and disclosure requirements issued by the BCBS in January 2014.

In December 2017, the definition and requirements of the leverage ratio were revised as part of the revised Basel III reforms. Under the revised Basel III reforms, in addition to meeting the minimum leverage ratio, G-SIBs are required to meet a leverage ratio buffer, which takes the form of a Tier 1 capital buffer set at 50% of the applicable G-SIB capital surcharge. Various refinements were also made to the definition of the leverage ratio exposure measure. The leverage ratio requirements under the definition based on the framework issued by the BCBS in January 2014 were implemented as a Pillar 1 measurement from January 2018, and those under the revised definition and the leverage ratio buffer requirement for G-SIBs were implemented as a Pillar 1 measurement from January 1, 2023.

In March 2019, the FSA published its guidelines for the leverage ratio applicable to banks and bank holding companies with international operations, which have been applied from March 2019. Under the FSA's guidelines for the leverage ratio, banks and bank holding companies with international operations must maintain a leverage ratio of at least 3% on both a consolidated basis and a nonconsolidated basis for banks and on a consolidated basis for bank holding companies.

In June 2020, in light of the increasing impact of the COVID-19 pandemic, the FSA published amendments to its guidelines for the leverage ratio, which mainly exclude deposits with the BOJ from the denominator for the calculation of the leverage ratio in order to maintain harmonization with the monetary policy implemented by the BOJ and the prudential regulations for banks and other financial institutions. These amendments came into effect in June 2020 and were scheduled to expire in March 2021, but the expiry date of these amendments was extended to March 2022, and extended again until March 31, 2024. On July 15, 2022, the FSA published amendments to its guidelines for the leverage ratio. Under the amended guidelines, the leverage ratio buffer requirement for G-SIBs in Japan took effect from March 31, 2023, while the finalized definition of the leverage ratio exposure measure took effect from March 31, 2024, except for banks that have notified the FSA that they wish to apply amended requirements earlier. Furthermore, on November 11, 2022, the FSA published amendments to its guidelines for the leverage ratio, which provided that, effective from April 1, 2024 the minimum leverage ratio is increased from 3% to 3.15%, the minimum leverage-based Total Loss-Absorbing Capacity ratio is increased from 6.75% to 7.10% and the leverage buffer applicable to G-SIBs is increased by 0.05%, while excluding amounts of deposits to the BOJ from the total exposure, taking into account exceptional macroeconomic conditions and other circumstances.

### *Liquidity Requirement*

In October 2014, the FSA published its guidelines for the liquidity coverage ratio ("LCR") applicable to banks and bank holding companies with international operations that have been applied from March 31, 2015. These guidelines are based on the full text of the LCR standard issued by the BCBS in January 2013. The LCR is intended to promote resilience to potential liquidity disruptions over a thirty-day horizon and help ensure that global banks have sufficient, unencumbered, high-quality liquid assets to offset the net cash outflows they could

encounter under an acute short-term stress scenario. Under the FSA's LCR guidelines, banks and bank holding companies with international operations must maintain an LCR of at least 100% on both a consolidated basis and a nonconsolidated basis. The minimum LCR requirements have been 100% since March 31, 2019.

In March 2021, the FSA published its guidelines for net stable funding ratio ("NSFR") applicable to banks and bank holding companies with international operations that have been applied from September 30, 2021. These guidelines are based on the full text of the NSFR standard issued by the BCBS in October 2014. The NSFR is intended to require a minimum amount of stable sources of funding at a bank relative to the liquidity profiles of the bank's assets, as well as the potential for contingent liquidity needs arising from off-balance sheet commitments, over a one-year horizon. Under the FSA's NSFR guidelines, banks and bank holding companies with international operations must maintain an NSFR of at least 100% on both a consolidated basis and a nonconsolidated basis. The minimum NSFR requirements have been 100% from September 30, 2021.

#### *Self-Assessment, Reserves and Related Disclosure*

Financial institutions, including SMBC, are required to establish self-assessment programs to, among other things, analyze their assets giving due consideration to accounting principles and other applicable rules and to classify their assets into categories taking into account the likelihood of repayment and the risk of impairment to the value of the assets. These classifications determine whether an addition to or reduction in reserves or write-offs is necessary.

Pursuant to the Japanese Institute of Certified Public Accountants ("JICPA") guidelines, the outcome of each financial institution's self-assessment leads to substantially all of a bank's loans and other claims on customers being analyzed by classifying obligors into five categories: (1) normal borrowers; (2) borrowers requiring caution; (3) potentially bankrupt borrowers; (4) virtually bankrupt borrowers; and (5) bankrupt borrowers. The reserve for possible loan losses is then calculated based on the obligor categories.

FSA guidelines require banks to classify their assets not only by the five categories of obligor but also by four categories of quality. SMBC has adopted its own internal guidelines for self-assessment which conform to guidelines currently in effect and comply with the PCA system requirements.

Based on the results of the self-assessment discussed above, SMBC is required to establish a reserve for its loan portfolio in an amount SMBC considers adequate at a balance sheet date. Three categories of reserves SMBC establishes, for statutory purposes, along with the Accounting Standards for Banks issued by the Japanese Bankers Association, are a general reserve, a specific reserve and a reserve for specific overseas loan losses.

The Banking Act and the Financial Reconstruction Act require banks to disclose their loans and their other problem assets. Under these laws, assets are classified into four categories: (1) bankrupt and quasi-bankrupt assets, (2) doubtful assets, (3) substandard assets and (4) normal assets. Doubtful assets generally correspond to the higher tier portion of the non-accrual loans (the borrowers of which are not, but have the potential to become, bankrupt). The substandard assets generally correspond to the total of the restructured loans and past due loans (three months or more). Bankrupt and quasi-bankrupt assets and doubtful assets also include non-loan assets.

#### *Prompt Corrective Action System*

Under the Prompt Corrective Action ("PCA") system, the FSA may take corrective actions depending upon the extent of capital deterioration of a financial institution. The FSA may require a bank with international operations to submit and implement a capital reform plan, if;

- the Common Equity Tier 1 risk-weighted capital ratio becomes less than 4.5% but not less than 2.25%;
- the Tier 1 risk-weighted capital ratio becomes less than 6% but not less than 3%;



- the total risk-weighted capital ratio of a bank becomes less than 8% but not less than 4%; or
- the leverage ratio becomes less than 3.15% but not less than 1.575%.

The FSA may order a bank with international operations to (1) submit and implement a plan for improving its capital; (2) prohibit or restrict the payment of dividends to shareholders or bonuses to officers; (3) reduce assets or restrict any increase in assets; (4) prohibit or restrict the acceptance of deposits under terms less advantageous than ordinary terms; (5) reduce the business of some offices; (6) eliminate some offices other than the head office; (7) reduce or prevent the launching of non-banking businesses; or (8) take certain other actions, if;

- the Common Equity Tier 1 risk-weighted capital ratio becomes less than 2.25% but not less than 1.13%;
- the Tier 1 risk-weighted capital ratio becomes less than 3% but not less than 1.5%;
- the total risk-weighted capital ratio of a bank declines to less than 4% but not less than 2%; or
- the leverage ratio becomes less than 1.575% but not less than 0.7875% (in this case, the FSA may order a bank to take actions described in (1) and (3) to (8) of the paragraph above).

The FSA may order a bank with international operations to conduct any one of the following: (1) a capital increase; (2) a substantial reduction in its business; (3) a merger; or (4) abolishment of its banking business, if;

- the Common Equity Tier 1 risk-weighted capital ratio becomes less than 1.13% but not less than 0%;
- the Tier 1 risk-weighted capital ratio becomes less than 1.5% but not less than 0%;
- the total risk-weighted capital ratio of a bank declines to less than 2% but not less than 0%; or
- the leverage ratio becomes less than 0.7875% but not less than 0%.

The FSA may order the bank with international operations to suspend all or part of its business, if

- the Common Equity Tier 1 risk-weighted capital ratio, Tier 1 risk-weighted capital ratio or the total risk-weighted capital ratio declines below 0%; or
- the leverage ratio declines below 0%.

The FSA may take actions similar to those described above to a bank holding company that holds a bank with international operations, if;

- the Common Equity Tier 1 risk-weighted capital ratio of the bank holding company declines to levels below 4.5%, 2.25%, 1.3% or 0%;
- the Tier 1 risk-weighted capital ratio of the bank holding company declines to levels below 6%, 3%, 1.5% or 0%;
- the total risk-weighted capital ratio of the bank holding company declines to levels below 8%, 4%, 2% or 0%; or
- the leverage ratio of the bank holding company declines to levels below 3.15%, 1.575%, 0.7875% or 0%.

#### *Prompt Warning System*

The prompt warning system currently in effect allows the FSA to take precautionary measures to maintain and promote the sound operation of financial institutions before those financial institutions become subject to the PCA system. These measures include requiring a financial institution to reform: (1) profitability, if deemed necessary to improve profitability based upon a fundamental profit index; (2) credit risk management, if deemed



necessary to reform management of credit risk based upon the degree of large credit concentration and other circumstances; (3) stability, if deemed necessary to reform management of market and other risks based upon, in particular, the effect of securities price fluctuations; and (4) cash flow management, if deemed necessary to reform management of liquidity risks based upon deposit trends and level of reserve for liquidity.

#### *Restrictions on Capital Distributions*

Under the FSA's capital adequacy guidelines and guidelines for the leverage ratio and related ordinances, if a bank fails to maintain capital levels under the capital buffer requirements or the leverage buffer requirements, the FSA may order a bank to submit and implement a reasonable capital distribution constraint plan to restore the capital levels. This plan could include restrictions on capital distributions, such as dividends, share buybacks, discretionary payments on Additional Tier 1 capital instruments and bonuses, in such amount as determined depending on the degree of insufficiency of such requirements.

#### ***Regulations for Stabilizing the Financial System***

##### *Deposit Insurance System*

The Deposit Insurance Act was enacted to protect depositors when deposit-taking institutions fail to meet their obligations. The Deposit Insurance Corporation of Japan ("DIC") implements the law and is supervised by the Prime Minister and the Minister of Finance. Subject to limited exceptions, the Prime Minister's authority is delegated to the FSA Commissioner.

From April 2020 to March 2021, the DIC received annual insurance premiums from member deposit-taking institutions amounting to 0.045% of deposits primarily for payment and settlement purposes and 0.031% of deposits for other deposits, and from April 2021 to March 2022, they amounted to 0.042% and 0.029%, respectively. Furthermore, from April 2022, they amounted to 0.021% and 0.014% respectively.

Premiums held by the DIC may be either deposited at deposit-taking institutions or used to purchase marketable securities. The insurance money may be paid out to depositors in case of a suspension of repayments of deposits, banking license revocation, dissolution or bankruptcy of a bank. Payouts are generally limited to a maximum of ¥10 million of principal amount together with any interest accrued with respect to each depositor. Only non-interest-bearing deposits that are redeemable upon demand and used by depositors primarily for payment and settlement functions are protected in full.

City banks (including SMBC), regional banks (including member banks of the second association of regional banks), trust banks, credit associations, credit cooperatives, labor banks and JAPAN POST BANK Co., Ltd. ("Japan Post Bank") participate in the deposit insurance system on a compulsory basis.

The Deposit Insurance Act also provides a permanent system for resolving failed deposit-taking institutions.

The basic method for resolving a failed deposit-taking institution under the Deposit Insurance Act is cessation of the business by paying insurance money to depositors up to the principal amount of ¥10 million plus accrued interest per depositor, or pay-off or transfer of the business to another deposit-taking institution, with financial assistance provided within the cost of pay-off. Under the Deposit Insurance Act, transfer of business is regarded as the primary method. In order to affect a prompt transfer of business, the following framework has been established:

- a Financial Reorganization Administrator is appointed by the FSA Commissioner and takes control of the management and assets of the failed deposit-taking institution. The administrator is expected to diligently search for a deposit-taking institution which will succeed to the business of the failed institution;

- if no successor deposit-taking institution can be immediately found, a “bridge bank” will be established by the DIC for the purpose of temporarily maintaining the operations of the failed deposit-taking institution, and the bridge bank will seek to transfer the failed deposit-taking institution’s assets to another deposit-taking institution or dissolve the failed deposit-taking institution; and
- in order to facilitate or encourage a deposit-taking institution to succeed to a failed business, financial aid may be provided by the DIC to any successor deposit-taking institution to enhance its capital after succession or to indemnify it for losses incurred as a result of the succession.

Where it is anticipated that the failure of a deposit-taking institution may cause an extremely grave problem in maintaining the financial order in Japan or the region where the deposit-taking institution is operating, the following exceptional measures may be taken following deliberation by Japan’s Financial Crisis Response Council:

- the DIC may subscribe for shares or other instruments issued by the relevant deposit-taking institution or the holding company thereof and require the institution to submit to the DIC a plan to reestablish sound management (Item 1 measures) (*dai ichigo sochi*);
- once the deposit-taking institution fails, financial aid exceeding the cost of pay-off may be available to the institution (Item 2 measures) (*dai nigo sochi*); and
- if the failed institution is a bank and the problem cannot be avoided by other measures, then the DIC may acquire all of the shares of the bank (Item 3 measures) (*dai sango sochi*).

In order to fund the above-mentioned activities, the DIC may borrow from financial institutions or issue bonds which may be guaranteed by the Government of Japan.

In addition, on June 12, 2013, a bill to amend the Deposit Insurance Act which includes establishment of a new orderly resolution regime of financial institutions was enacted and became effective on March 6, 2014. Financial institutions including banks, securities companies and insurance companies and their holding companies will be subject to the new resolution regime that includes, among others, the following features.

Under the new resolution regime, where the Prime Minister recognizes that the failure of a financial institution which falls into either of (a) or (b) below may cause significant disruption in the financial markets or other financial systems in Japan if measures described in (a) (specified Item 1 measures) (*tokutei dai ichigo sochi*) or measures described in (b) (specified Item 2 measures) (*tokutei dai nigo sochi*) are not taken, the Prime Minister may confirm that any of the following measures need to be applied to the financial institution following deliberation by Japan’s Financial Crisis Response Council:

(a) if the financial institution is not a financial institution whose liabilities exceed its assets, which means it is unable to fully perform its obligations with its assets, the DIC shall supervise the operation of business and management and disposal of assets of that financial institution, and may provide it with loans or guarantees necessary to avoid the risk of significant disruption in the financial systems in Japan, or subscribe for shares or subordinated bonds of, or lend subordinated loans to, the financial institution, taking into consideration the financial condition of the financial institution;

(b) if the financial institution is a financial institution whose liabilities exceed or are likely to exceed its assets or which has suspended or is likely to suspend payment of its obligations, the DIC shall supervise the operation of business and management and disposal of assets of that financial institution and may provide financial aid necessary to assist a merger, business transfer, corporate split or other reorganization in respect to such failed financial institution; and

if a measure set out in (b) above is determined to be taken with respect to a financial institution, the Prime Minister may order that the financial institution’s operations of business and management and disposal of assets

be placed under the special control of the DIC. The business or liabilities of the financial institution subject to the special supervision by the DIC as set forth above may also be transferred to a “bridge bank” established by the DIC for the purpose of the temporary maintenance and continuation of operations of, or repayment of the liabilities of, such financial institution, and the bridge bank will seek to transfer the financial institution’s business or liabilities to another financial institution or dissolve the financial institution. The financial aid provided by the DIC to assist a merger, business transfer, corporate split or other reorganization in respect to the financial institution set out in (b) above may take the form of a monetary grant, loan or deposit of funds, purchase of assets, guarantee or assumption of debts, subscription of preferred stock or subordinated bonds, subordinated loan, or loss sharing.

The expenses for implementation of the measures for these crisis management operations will be borne by the financial industry; provided, however, the Government of Japan may provide subsidies to the DIC within the limit to be specified in the government budget in cases where it is likely to cause extremely serious hindrance to the maintenance of the credit system in Japan or significant turmoil in the financial market or other financial system of Japan if such expenses are to be borne only by the financial industry.

In March 2014, the FSA made an announcement clarifying the requirement of loss absorbency at the point of non-viability for additional Tier 1 instruments and Tier 2 instruments under Basel III issued by banks and bank holding companies. According to the announcement, (i) additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank must be written-down or converted into common shares when the Prime Minister of Japan confirms (*nintei*) that the above-described “Item 2 measures (*dai nigo sochi*),” “Item 3 measures (*dai sango sochi*),” or “specified Item 2 measures (*tokutei dai nigo sochi*)” need to be applied to the bank and (ii) additional Tier 1 instruments and Tier 2 instruments under Basel III issued by a bank holding company must be written-down or converted into common shares when the Prime Minister of Japan confirms (*nintei*) that the above-described “specified Item 2 measures (*tokutei dai nigo sochi*)” need to be applied to the bank holding company. The FSA also stated in the announcement that the trigger event for loss absorbency at the point of non-viability with respect to such instruments should be construed in accordance with the then effective financial crisis response framework for banks and bank holding companies that have failed or are likely to fail, since the purpose of such write-down or conversion required under Basel III is to ensure that all classes of these capital instruments fully absorb losses at the point of non-viability before taxpayers are exposed to loss.

#### *Special Measures Act Concerning Facilitation of Reorganization by Financial Institutions, Etc.*

Under the Special Measures Act Concerning Facilitation of Reorganization by Financial Institutions, Etc.: (1) for one year after the merger or transfer of the entire business of a deposit-taking institution, the maximum amount to be covered by the deposit insurance will be ¥10 million multiplied by the number of parties to the merger or business transfer; and (2) the procedures are simplified to a certain extent in connection with the transfer of an entire business or a merger with another deposit-taking institution by a deposit-taking institution that is made in accordance with a management base-strengthening plan that has been approved by the Government of Japan.

#### *Single Customer Credit Limit*

The Banking Act restricts the aggregate amount of credit and loans that may be extended to any single customer in order to avoid the excessive concentration of credit risks and promote the fair and extensive use of bank credit. The credit limit of bank holding companies, banks or bank groups for any single customer, is 25% of the Tier 1 capital of the bank holding company, bank or bank group, with certain adjustments.

#### *Restrictions on Activities of a Bank Holding Company*

Under the Banking Act, a bank holding company is prohibited from carrying on any business other than management of its subsidiaries and other incidental businesses. A bank holding company may have any of the following as a subsidiary: a bank, a securities company, an insurance company or a foreign subsidiary that

engages in the banking, securities or insurance business. In addition, a bank holding company may have as a subsidiary any company that engages in finance-related business, such as a credit card company, a leasing company or an investment advisory company. Certain companies that are designated by ministerial ordinance as those that cultivate new business fields may also become the subsidiary of a bank holding company.

An amendment to the Banking Act was promulgated in June 2016. Among other things, the amendment (1) requires a bank holding company to enhance group management, by measures including establishment of a basic policy of such group, coordination of conflicts of interest among group companies, development of a group compliance system and others; (2) permits a bank holding company or a group company, with prior approval of the Government of Japan, to manage certain businesses of other group companies that are common and duplicative; and (3) permits a bank or a bank holding company, with prior approval of the government, to hold voting rights of companies conducting businesses that contribute to or are expected to contribute to the sophistication of the banking business or the enhancement of customer convenience by utilizing information technology or other technologies, regardless of the shareholding restriction described below. The amendment became effective from April 2017.

#### *Restriction on Aggregate Shareholdings by a Bank*

The Act Concerning Restriction on Shareholdings by Banks requires Japanese banks and their qualified subsidiaries to limit the aggregate market value (excluding unrealized gains, if any) of their equity securities holdings to an amount equal to 100% of their consolidated Tier 1 capital, with adjustments, in order to reduce exposure to stock price fluctuations. Treasury shares, shares issued by subsidiaries, shares not listed on any stock exchange or not registered with any over-the-counter (“OTC”) market, shares held as trust assets, and shares acquired through debt-for-equity swaps in restructuring transactions are excluded from this limitation. In order to facilitate the disposition of shares of listed stocks held by banks while preventing adverse effects caused by sales of large amounts of shares in a short period of time, share purchases by the Banks’ Shareholdings Purchase Corporation of listed shares have been restarted from March 2009.

#### *Shareholding Restrictions Applicable to a Bank Holding Company and a Bank*

The provision of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade which prohibits banks from holding more than 5% of the voting rights of non-financial companies in Japan does not apply to bank holding companies. However, the Banking Act generally prohibits a bank holding company and its subsidiaries, on an aggregated basis, from holding more than 15% of the voting rights of certain types of companies which are not permitted to become subsidiaries of bank holding companies. Also, the Banking Act generally prohibits a bank and its subsidiaries, on an aggregated basis, from holding more than 5% of the voting rights of certain types of companies which are not permitted to become subsidiaries of banks.

#### *Examination and Reporting Applicable to Shareholders of a Bank*

The FSA may request the submission of reports or other materials from a bank and/or its bank holding company or inspect the bank and/or the bank holding company, if necessary, in order to secure the sound and appropriate operation of the business of a bank.

Under the Banking Act, a person who desires to hold 20% (in some exceptional cases, 15%) or more of the voting rights of a bank is required to obtain advance approval of the FSA Commissioner. In addition, the FSA may request the submission of reports or materials from, or may conduct an inspection of, any principal shareholder who holds 20% (in some exceptional cases, 15%) or more of the voting rights of a bank if the FSA deems the action necessary in order to secure the sound and appropriate operation of the business of the bank. Under limited circumstances, the FSA may order the principal shareholder to take such measures as the FSA deems necessary.

Furthermore, any person who becomes a holder of more than 5% of the voting rights of a bank holding company or a bank must report the ownership of the voting rights to the Director General of the relevant local

finance bureau within five business days. This requirement is separate from the significant shareholdings report required under the FIEA. In addition, a similar report must be made in respect of any subsequent change of 1% or more in any previously reported holding or in respect of any change in material matters set out in reports previously filed, with some exceptions.

### ***Regulations for Protection of Customers***

#### ***Protection of Personal Information***

The Act on the Protection of Personal Information and related rules, regulations and guidelines impose requirements on businesses that use databases containing personal information, including appropriate custody of personal information and restrictions on information sharing with third parties.

#### ***Act on the Provision of Financial Services and the Development of the Accessible Environment Thereto***

The Act on Provision of Financial Services and the Development of the Accessible Environment Thereto, which was renamed from the Act on the Provision of Financial Services on February 1, 2024, protects consumers from incurring unexpected losses from the purchase of financial products. Under the Act, sellers of financial products have a duty to their potential customers to explain important matters (i.e., the nature and magnitude of risk involved) regarding the financial products that they sell. If a seller fails to comply with the duty, the loss in value of the purchased investment product due to the failure to explain is refutably presumed to be the amount of the customer's loss.

In addition, the Act established a registration scheme for “financial services intermediary businesses.” Through a single registration as a financial services intermediary business, registrants are able to provide intermediary services for each of banking, securities and insurance. The Act does not require any provider of financial services intermediary business to belong to a specific financial institution, but imposes certain regulations to protect customers, including limitations on the type of services that they may provide and prohibitions on the acceptance of assets of customers and lodging a security deposit.

In November 2023, the Act was amended. A part of the amendment took effect on February 1, 2024 and the Act was renamed as “Act on the Provision of Financial Services and the Development of the Accessible Environment Thereto.”

#### ***Act Concerning Protection of Depositors and Relief for Victims of Certain Types of Fraud***

The Act Concerning Protection of Depositors from Illegal Withdrawals Made by Forged or Stolen Cards requires financial institutions to establish internal systems to prevent illegal withdrawals of deposits made using forged or stolen bank cards. The law also requires financial institutions to compensate depositors for any amount illegally withdrawn using forged or stolen bankcards, subject to certain conditions.

The Act Concerning Payment of Dividends for Relief of Damages from Funds in Account used in connection with Crimes requires that financial institutions take appropriate measures against various crimes including the closing of accounts used in connection with fraud and other crimes. The law also requires financial institutions to make, in accordance with specified procedures, payments from funds collected from the closed accounts to victims of certain crimes.

### ***Laws Prohibiting Money Laundering and Terrorist Financing***

#### ***Act on Prevention of Transfer of Criminal Proceeds***

Under the Act on Prevention of Transfer of Criminal Proceeds, which addresses money laundering and terrorism concerns, financial institutions and certain other entities, such as credit card companies, are required to perform customer identification, submit suspicious transaction reports and keep records of their transactions.

### *Foreign Exchange and Foreign Trade Act of Japan*

Under the FEFTA, financial institutions and certain other entities are required to confirm that necessary permission from the relevant authorities is obtained by the customer or obtain necessary permission itself, for certain transaction involving targets who are designated under the law and the relevant orders thereunder including North Korea or Iran.

### *Act on Special Measures Concerning International Terrorist Assets-Freezing, etc. Conducted by the Government Taking into Consideration United Nations Security Council Resolution 1267, etc.*

Under the Act on Special Measures Concerning International Terrorist Assets-Freezing, etc. Conducted by the Government Taking into Consideration United Nations Security Council Resolution 1267, etc., conducting certain transactions including donating or lending of money, securities or real estates or refunding of deposit with International Terrorists, who are designated under the law, is generally prohibited.

### ***Other Regulations Related to Our Business***

#### *Financial Instruments and Exchange Act of Japan*

The FIEA regulates the securities industry and most aspects of securities transactions in Japan, including public offerings, private placements and secondary trading of securities, ongoing disclosure by securities issuers, tender offers for securities, organization and operation of securities exchanges and self-regulatory organizations and registration of securities companies. The Prime Minister has the authority to regulate the securities industry and securities companies, which authority is delegated to the FSA Commissioner under the FIEA. The Securities and Exchange Surveillance Commission, an external agency of the FSA, is independent from the Agency's other bureaus and is vested with authority to conduct day-to-day monitoring of the securities markets and to investigate irregular activities that hinder fair trading of securities, including inspection of securities companies as well as banks in connection with their securities business. Furthermore, the FSA Commissioner delegates certain authority to the Director General of the Local Finance Bureau to inspect local securities companies and their branches. A violation of applicable laws and regulations may result in various administrative sanctions, including revocation of registration or authorization, suspension of business or an order to discharge any Director or Executive Officer who has failed to comply with applicable laws and regulations. Securities companies are also subject to the rules and regulations of the Japanese stock exchanges and the Japan Securities Dealers Association, a self-regulatory organization of securities companies.

#### *Regulation of the Consumer Finance Business*

In order to resolve the problems of heavily indebted borrowers and to effect proper regulation of the consumer finance business, in June 2010, maximum legal interest rates were reduced to levels prescribed by the Interest Rate Restriction Act, ranging from 15% to 20%, and gray zone interest, which is interest on loans in excess of rates prescribed by the Interest Rate Restriction Act up to the 29.2% maximum rate permitted under the Contributions Act, was abolished. Judicial decisions have strictly interpreted the conditions under which consumer finance companies may retain gray zone interest. As a result, claims for refunds of gray zone interest increased substantially. Amendments to the Money Lending Business Act provide an additional upper limit on aggregate borrowings by an individual from all moneylenders over which moneylenders may not extend further loans, as well as stricter regulation and supervision of moneylender activities.

#### *Installment Sales Act*

In order to ensure the fairness of transactions with respect to installment and other sales, prevent damage to consumers and manage credit card numbers, the Installment Sales Act imposes requirements on those who conduct installment sales businesses. In June 2008, revisions to the Installment Sales Act were enacted, most of



which became effective in December 2009. The revisions impose more stringent and expanded requirements for credit card companies, including, among other things: (1) wider coverage of installment sales under the regulations; (2) measures to prevent inappropriate extensions of credit for certain credit transactions; (3) measures to prevent excessive lending for certain credit transactions that include requirements to investigate the payment ability of consumers by use of designated credit information organizations and prohibition of execution of credit agreements that exceed the payment ability of consumers; and (4) measures to protect certain information, such as credit numbers.

#### *Base Erosion and Profit Shifting (BEPS)*

In July 2013, the Organization for Economic Co-operation and Development (“OECD”) published the Action Plan on Base Erosion and Profit Shifting (“BEPS”) in order to prevent exploiting of gaps and mismatches in tax rules and artificial shifting of profits to low or no-tax locations. In October 2015, the OECD published the final package of measures for a comprehensive, coherent and coordinated reform of the international tax rules for 15 key areas. These measures would apply once they are implemented either in domestic laws or in the network of bilateral tax treaties. Some of the deliverables published by the OECD have been partially reflected in Japanese tax regulations by the tax reforms adopted from 2015 to 2024 and in certain several bilateral tax treaties to which Japan is a party through the implementation of the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting in Japan.

In October 2021, 136 countries have agreed OECD/G20 Inclusive Framework on BEPS (“IF”) that stipulates two-pillar solution. Pillar 2 is to ensure minimum level of taxation of at least 15% (global minimum taxation). In accordance with IF, the Income Inclusion Rule (“IIR”) of Pillar 2 was introduced as part of Japan’s 2023 and 2024 tax reforms and it become effective for the fiscal year commencing on or after April 1, 2024. The IIR stipulates that a constituent entity (“CE”) of a multinational enterprise group (“MNE Group”) that meets the consolidated revenue threshold is subject to an additional tax if the effective tax rate in the low-tax jurisdiction for any CE of the MNE Group is below the minimum tax rate of 15%.

#### *Common Reporting Standard (CRS)*

In order to prevent tax evasion and avoidance through offshore financial accounts, the OECD developed the Common Reporting Standards (“CRS”), which calls on jurisdictions to obtain information on financial accounts of non-residents from their financial institutions and automatically exchange that information with other jurisdictions. From the perspective of implementation of the exchange of information based on CRS, the Act on Special Provisions of the Income Tax Act, the Corporation Tax Act and the Local Tax Act Incidental to Enforcement of Tax Treaties as well as the cabinet and ministerial ordinances thereunder has been amended as part of the tax reform of 2015, which became effective on January 1, 2017, and those who open a financial account with a financial institution located in Japan must submit a self-certification indicating the name of the jurisdiction of residence, etc. From 2018, each financial institution must report information pertaining to financial accounts of specific non-residents and the information is automatically exchanged with tax administrations of each jurisdiction on an annual basis.

#### *Economic Security Promotion Act*

In May 2022, the Act on the Promotion of Ensuring National Security through Integrated Implementation of Economic Measures (the “Economic Security Promotion Act”) was promulgated and became fully effective from May 2024. One of the purposes of the Economic Security Promotion Act is to ensure the stable provision of essential infrastructure services. For such purpose, certain designated essential infrastructure services providers are subject to prior filing and screenings by the Japanese government in relation to the installation and outsourcing of maintenance of critical facilities and the Japanese government may issue recommendations and orders based on the outcomes of such filings and screenings. These are to prevent critical facilities of essential infrastructure from being misused as a means to interfere with the stable provision of services from outside

Japan. In November 2023, SMBC, SMBC Nikko Securities and Sumitomo Mitsui Card were designated as such essential infrastructure service providers that are subject to such filing and screening requirements.

### ***Deregulation***

The developments toward deregulation of the financial system including those described below have made the Japanese banking industry highly competitive.

#### ***Deregulation of Bank Engagement in the Securities Business***

The gradual relaxation of the restrictions under the Securities and Exchange Act allowed banks to engage in the following business lines, after taking appropriate registration measures with the FSA:

- underwriting and dealing in Japanese government bonds, Japanese municipal bonds, Japanese government guaranteed bonds, commercial paper and certain bonds issued by special purpose companies;
- selling beneficiary certificates of investment trusts and securities issued by an investment company; and
- dealing in listed or OTC securities or derivatives transactions as well as in the securities intermediary business.

In addition, amendments to the FIEA and the Banking Act relating to firewalls and conflicts of interest between banks, securities companies and insurance companies became effective on June 1, 2009. The amendment relating to firewalls abolished the ban on certain officers and employees from holding concurrent posts in banks, securities companies and insurance companies, and relaxed restrictions on the transfer of non-public customer information. On the other hand, the amendment relating to conflicts of interest requires those financial institutions, including banks, to implement proper information management procedures and to develop appropriate internal systems to prevent customer interests from being unfairly harmed through trading by the companies or by other companies within their group. For example, the companies may be required to create information barriers between departments and monitor how it executes transactions with customers. On June 30, 2021, amendments to the Cabinet Office Ordinance under the FIEA became effective, which relaxed the firewall regulations. These amendments allowed the sharing of non-public information, etc. related to foreign company customers within a financial group. In addition, on June 22, 2022, further amendments to the Cabinet Office Ordinance under the FIEA became effective. These amendments expanded the relaxed firewall regulation and allowed non-public information, etc. of certain subject companies such as listed companies, etc. to be shared within a financial group without the consent of such companies, but required financial institutions to establish measures to respond to a request from relevant companies for suspension of sharing of such non-public information, etc.

#### ***Deregulation of Insurance Products***

The gradual deregulation of the financial services industry permitted banks in Japan to offer an increased variety of insurance products, including pension-type insurance to the full range, as an agent.

#### ***Privatization of Japan Post Holdings Co., Ltd.'s Subsidiaries***

In December 2014, under the Postal Privatization Act, Japan Post Holdings Co., Ltd. (“Japan Post Holdings”), a joint stock corporation that holds shares of operating companies, published a plan for the listing of Japan Post Holdings, Japan Post Bank, one of the world’s largest deposit-taking institutions, and Japan Post Insurance Co., Ltd. (“Japan Post Insurance”) and the gradual disposition of its shares of Japan Post Bank and Japan Post Insurance down to approximately 50% ownership. In November 2015, each of Japan Post Holdings, Japan Post Bank and Japan Post Insurance publicly offered approximately 11% of their outstanding shares,

respectively, and they were listed on the Tokyo Stock Exchange. In addition, in March 2023, Japan Post Bank offered approximately 29% of its outstanding shares. Japan Post Bank is required to receive prior approval of the Government of Japan to expand its business until Japan Post Holdings disposes of at least half of the shares of Japan Post Bank.

### **Regulations in the United States**

As a result of its operations in the United States, the Company and SMBC are subject to extensive federal and state banking and securities supervision and regulation. SMBC engages in U.S. banking activities directly through its branches in Los Angeles, San Francisco and New York and through its representative offices in Houston, Dallas, Silicon Valley, Charlotte, Chicago and White Plains, New York. SMBC also controls a U.S. banking subsidiary, SMBC MANUBANK (formerly, Manufacturers Bank), and a U.S. broker-dealer subsidiary, SMBC Nikko Securities America, Inc. The Company and SMBC have established a U.S. bank holding company, SMBC Americas Holdings, Inc. (“SMBCAH”), a wholly-owned direct subsidiary of SMBC. SMBCAH is currently the holding company for SMBC MANUBANK, SMBC Nikko Securities America, Inc. and certain other U.S. subsidiaries. The establishment of SMBCAH enhances the Company’s and SMBC’s U.S. corporate governance capabilities by centralizing the supervision and management of its U.S. operations and bringing together its primary U.S.-based banking, securities, capital markets and other subsidiaries under the new holding company.

SMBC’s New York branch is supervised by the Federal Reserve Bank of New York and the New York State Department of Financial Services, but its deposits are not insured (or eligible to be insured) by the Federal Deposit Insurance Corporation (“FDIC”). SMBC’s Los Angeles and San Francisco branches are supervised by the Federal Reserve Bank of San Francisco and the California Department of Financial Protection and Innovation (“DFPI”), but their deposits are not insured (or eligible to be insured) by the FDIC. SMBC’s representative offices in Houston and Dallas are subject to regulation and examination by the Federal Reserve Bank of Dallas and the Texas Department of Banking. SMBC’s representative office in Silicon Valley is subject to regulation and examination by the Federal Reserve Bank of San Francisco and the California DFPI. SMBC’s representative office in Charlotte is subject to regulation and examination by the Federal Reserve Bank of Richmond and the North Carolina Office of the Commissioner of Banks. SMBC’s representative office in Chicago is subject to regulation and examination by the Federal Reserve Bank of Chicago and the Illinois Department of Financial and Professional Regulation. SMBC’s representative office in White Plains, New York is subject to regulation and examination by the Federal Reserve Bank of New York and the New York State Department of Financial Services.

SMBC MANUBANK is a California state-chartered bank with FDIC-insured deposits that is not a member of the Federal Reserve System. As such, SMBC MANUBANK is subject to regulation, supervision and examination by the FDIC and the California DFPI.

The Company, SMBC and SMBCAH are bank holding companies by virtue of their ownership of SMBC MANUBANK, and as such are subject to the U.S. Bank Holding Company Act of 1956, as amended (“Bank Holding Company Act”), and are subject to regulation, supervision and examination by the Federal Reserve Board as their U.S. “umbrella supervisor.” The Company, SMBC and SMBCAH are required to serve as sources of financial strength to SMBC MANUBANK.

### *Restrictions on Business Activities*

The Bank Holding Company Act imposes restrictions on the Company and SMBC’s U.S. non-banking operations. Bank holding companies that elect to be treated as financial holding companies, such as the Company, SMBC and SMBCAH are, however, permitted to engage in a broader range of activities in the United States. Unless otherwise limited by the Federal Reserve Board, financial holding companies generally can engage, directly or indirectly in the U.S. and abroad, in financial activities, either de novo or by acquisition, by

providing after-the-fact notice to the Federal Reserve Board. These financial activities include underwriting, dealing and making markets in securities, insurance underwriting and brokerage and making merchant banking investments in non-financial companies for a limited period of time, as long as the financial holding company does not directly or indirectly manage the non-financial companies' day-to-day activities, and the financial holding company's banking subsidiaries engage only in permitted cross-marketing with the non-financial companies.

The Company, SMBC and SMBCAH have all elected to be treated as financial holding companies. The Company, SMBC, SMBCAH and SMBC MANUBANK, as our U.S. insured depository institution subsidiary, are required to be "well capitalized" and "well managed," including maintenance of examination ratings that are at least satisfactory, in order for the Company, SMBC, and SMBCAH to continue to be treated as financial holding companies. In April 2019, SMBC and its New York branch entered into a written agreement with the Federal Reserve Bank of New York requiring SMBC and its New York branch to address certain deficiencies relating to the New York branch's anti-money laundering and economic sanctions compliance program. SMBC and its New York branch are required, among other things, to implement corrective measures and submit periodic progress reports to the Federal Reserve Bank of New York. In addition, as a result of the deficiencies identified in the written agreement, we no longer meet the requirements to be treated as a financial holding company, and, pending completion of a remediation plan designed to meet these requirements, we are currently subject to restrictions in our ability to engage in certain new categories of financial activities in the United States and to make acquisitions of companies engaged in activities in the United States. Divestiture or termination of certain business activities in the U.S. may also be required as a consequence of failure to correct the conditions giving rise to such restrictions within the prescribed period of time.

Under the Bank Holding Company Act, the Company, SMBC and SMBCAH are also required to obtain the prior approval of the Federal Reserve Board before directly or indirectly acquiring the ownership or control of more than 5% of any class of voting shares of U.S. banks, certain other depository institutions and bank or depository institution holding companies. In addition, SMBC's U.S. banking operations (including SMBC MANUBANK and SMBC's U.S. branches) are also restricted from engaging in certain "tying" arrangements involving products and services.

#### *Other Prudential Restrictions*

SMBC's U.S. branches and SMBC MANUBANK are subject to requirements and restrictions under U.S. federal and state law, including requirements to maintain reserves against deposits, restrictions on the types and amounts of loans that may be made and limitations on the types of investments that may be made and the types of services that may be offered. Various consumer laws and regulations also affect the operations of SMBC MANUBANK, and to a limited extent, SMBC's New York and California branches.

In addition, under U.S. federal banking laws, state-chartered banks (such as SMBC MANUBANK) and state-licensed branches and agencies of foreign banks (such as SMBC's New York branch) may not, as a general matter, engage as a principal in any type of activity not permissible for their federally chartered or licensed counterparts, unless (i) in the case of state-chartered banks, the FDIC determines that the additional activity would pose no significant risk to the FDIC's Deposit Insurance Fund and is consistent with sound banking practices and (ii) in the case of state-licensed branches and agencies of foreign banks, the Federal Reserve Board determines that the additional activity is consistent with sound banking practices. The U.S. federal banking laws also subject state branches and agencies of foreign banks to the same single-borrower lending limits that apply to federal branches or agencies, which are substantially similar to the lending limits applicable to national banks. For SMBC's U.S. branches, these single-borrower lending limits are based on the worldwide capital of SMBC.

Under the International Banking Act, the Federal Reserve Board may terminate the activities of any U.S. office of a foreign bank if it determines (i) that the foreign bank is not subject to comprehensive supervision on a consolidated basis in its home country (unless the home country is making demonstrable progress toward

establishing such supervision), (ii) that there is reasonable cause to believe that such foreign bank or its affiliate has violated the law or engaged in an unsafe or unsound banking practice in the United States and, as a result of such violation or practice, the continued operation of the U.S. office would be inconsistent with the public interest or with the purposes of federal banking laws, or (iii) for a foreign bank that presents a risk to the stability of the United States financial system, the home country of the foreign bank has not adopted, or made demonstrable progress toward adopting, an appropriate system of financial regulation to mitigate such risk.

There are various qualitative and quantitative restrictions on the extent to which the Company and its subsidiaries can borrow or otherwise obtain credit from SMBC MANUBANK or engage in certain other transactions involving that subsidiary. In general, these transactions must be on terms that would ordinarily be offered by SMBC MANUBANK to unaffiliated entities, and credit transactions must be secured by designated amounts of specified collateral. In addition, certain transactions, such as certain purchases by SMBC MANUBANK from SMBC or its non-bank subsidiaries, are subject to volume limitations. Credit exposure arising from derivative transactions, securities borrowing and lending transactions, and repurchase/reverse repurchase agreements is subject to these collateral and volume transactions limitations.

### *U.S. Financial Regulatory Reform*

Both the scope of the U.S. laws and regulations and the intensity of supervision have increased in recent years, including in response to recent high-profile failures of large state-chartered banks, which heightens the uncertainty about upcoming regulatory reforms and their potential impacts on our and SMBC's business activities in the United States. Regulatory enforcement and fines have also increased across the banking and financial services sector.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") provides a broad framework for addressing, among other issues, systemic risk oversight, bank capital standards, the resolution of failing systemically significant financial institutions, over-the-counter ("OTC") derivatives, the ability of banking entities to engage in proprietary trading activities and invest in hedge funds and private equity funds, consumer and investor protection, and securitization. Under the Dodd-Frank Act, the Federal Reserve Board has imposed greater capital, leverage and liquidity requirements and other heightened prudential standards for bank holding companies and foreign banking organizations that exceed certain thresholds. In imposing heightened prudential standards on foreign banking organizations such as us and SMBC, the Federal Reserve Board is directed to take into account the principle of national treatment and equality of competitive opportunity, and the extent to which the non-U.S. bank holding company is subject to comparable home country standards.

The Federal Reserve Board has adopted rules that apply enhanced prudential standards to large foreign banking organizations ("EPS Rules"), including us. The EPS Rules require certain foreign banking organizations, such as us, to certify that they are subject to home country capital standards that are broadly consistent with the Basel capital framework, including Basel III; conduct home country capital stress tests that are comparable to U.S. standards; comply with certain liquidity requirements, including, among other things, a U.S. liquidity buffer requirement for its U.S. branches and agencies based on the results of internal liquidity stress testing; and establish a U.S. risk committee that periodically reviews the risk management policies and oversees the risk management framework of its U.S. operations. The EPS Rules also require foreign banking organizations with combined U.S. assets (excluding assets held by its U.S. branches and agencies) of \$50 billion or more to establish a separately capitalized top-tier U.S. intermediate holding company. We are not subject to this requirement because we do not meet this threshold, but we have established SMBCAH in consideration of this requirement.

As part of the implementation of the EPS Rules, the Federal Reserve Board published a rule implementing single counterparty credit limits ("SCCL") applicable to the U.S. operations of certain foreign banking organizations, such as us. The SCCL rule, being applied from July 1, 2021, in general imposes limitations on net credit exposures to individual counterparties (aggregated based on affiliation) as a percentage of Tier 1 capital. We may comply with the SCCL rule by certifying to the Federal Reserve Board that we comply with a home



country regime (“Home Country SCCL”) on a consolidated basis that is consistent with the Large Exposures Framework published by the Basel Committee going forward. Japanese Home Country SCCL is intended to be consistent with the Large Exposures Framework, and we intend to comply with the Federal Reserve Board’s SCCL rule through substituted compliance.

The Dodd-Frank Act removed a longstanding prohibition on the payment of interest on demand deposits that was applicable to banking entities such as SMBC MANUBANK and SMBC’s three branches in the United States. In addition, SMBC MANUBANK and SMBC’s three branches in the United States are subject to federal lending limits that take into account credit exposure arising from derivative transactions and securities lending, securities borrowing, and repurchase agreements and reverse repurchase agreements with counterparties as well as state lending limits.

The Dodd-Frank Act also provides for an extensive framework for the regulation of OTC derivatives, including mandatory clearing, exchange trading and transaction reporting of certain OTC derivatives. In addition, certain entities are required to register with the CFTC as “swap dealers” or “major swap participants” or with the SEC as “security-based swap dealers” or “major security-based swap participants.” Our subsidiary, SMBC Capital Markets, Inc., is registered as a swap dealer. There are various mandatory clearing, trade execution and reporting requirements for swaps. We do not currently expect to register any entity with the SEC as a security-based swap dealer or major security-based swap participant.

Under the Dodd-Frank Act, we are subject to the Volcker Rule, which restricts the ability of banking entities, such as us and SMBC, to engage as principal in proprietary trading activities, or sponsor, invest in, or retain investments in certain private equity, hedge or similar funds, but a number of exclusions and exemptions limit the Volcker Rule’s extraterritorial reach.

Furthermore, the Dodd-Frank Act required the SEC to establish rules requiring issuers with listed securities, which includes non-U.S. private issuers such as us, to establish a “clawback” policy to recoup previously awarded compensation in the event of an accounting restatement. In October 2022, the SEC adopted rules requiring stock exchanges, such as the NYSE on which our ADSs are listed, to establish new listing rules that set minimum standards for clawback policies to recover incentive-based compensation erroneously paid to current and former executive officers due to accounting restatements. The stock exchange listing rules became effective on October 2, 2023. The Dodd-Frank Act also expands the extraterritorial jurisdiction of U.S. courts over actions brought by the SEC or the United States with respect to violations of the antifraud provisions in the Securities Act of 1933, the Securities Exchange Act of 1934 and the Investment Advisers Act of 1940.

On July 27, 2023, the U.S. federal bank regulatory agencies issued a Notice of Proposed Rulemaking (“NPR”) for the implementation of the Final Basel III reforms in the U.S., with a comment period that closed on January 16, 2024. If adopted as proposed, the NPR would implement the most wide-ranging and significant changes to the U.S. capital rules since 2013, requiring Category I-IV banking organizations and their depository institution subsidiaries to calculate risk-weighted assets under both the current standardized approach and a new, more risk sensitive, approach, referred to as the “Expanded Risk-Based Approach.” The calculation of total risk-weighted assets under the Expanded Risk-Based Approach would include standardized approaches for credit risk, operational risk and credit valuation adjustment risk, as well as a new approach for market risk that would be based on internal models and standardized supervisory models. If SMBCAH became designated as our U.S. intermediate holding company for purposes of the EPS Rules (because it passed the applicable asset threshold thereunder), then under the proposal as adopted, SMBCAH and its depository institution subsidiaries would be subject to minimum capital requirements and buffer requirements based on capital ratios determined under both the current standardized approach and the Expanded Risk-Based Approach.

In August 2023, the U.S. federal banking agencies issued a joint NPR on long-term debt (“LTD”) requirements that would make limited amendments to the existing U.S. total loss-absorbing capacity (“TLAC”) rules and would extend the LTD and clean-holding company portions of the Federal Reserve’s existing TLAC



rule for U.S. G-SIBs and U.S. intermediate holding companies of foreign G-SIBs to all large banking organizations with U.S.\$ 100 billion or more in total assets (which would include SMBCAH, if SMBCAH became designated as our U.S. intermediate holding company for purposes of the Federal Reserve's EPS Rule), subject to only a few amendments to the existing U.S. TLAC rule and with no material differences between the TLAC and LTD requirements applicable to G-SIBs and non-G-SIBs. The comment deadline for the proposal was originally November 30, 2023 and was later extended to January 16, 2024.

### ***Laws Prohibiting Money Laundering and Terrorist Financing***

#### ***The Bank Secrecy Act/Anti-Money Laundering Regulation in the U.S.***

The Bank Secrecy Act, as amended by the USA PATRIOT Act of 2001 ("PATRIOT Act") and the Anti-Money Laundering Act of 2020 contains measures to prevent and detect the financing of terrorism and international money laundering by imposing significant compliance and due diligence obligations, creating crimes, providing for penalties and expanding the extraterritorial jurisdiction of the United States. The Bank Secrecy Act, as amended, imposes anti-money laundering compliance obligations on U.S. financial institutions, including the U.S. offices of foreign banks. The passage of the PATRIOT Act and other events have resulted in heightened scrutiny of compliance with the Bank Secrecy Act and anti-money laundering rules by federal and state regulatory and law enforcement authorities.

#### ***U.S. Sanctions Targeting Iran Related Activities***

Starting in 2010, the U.S. government implemented various sanctions targeting non-U.S. parties that engage in specified Iran-related activities. Various statutes, Executive Orders and regulations, including the Comprehensive Iran Sanctions, Accountability and Divestment Act of 2010 (which, among other things, amended the Iran Sanctions Act of 1996), Section 1245 of the National Defense Authorization Act for Fiscal Year 2012, the Iran Threat Reduction and Syria Human Rights Act of 2012, and the Iran Freedom and Counter-Proliferation Act of 2012, authorize the imposition of sanctions on parties that engage in, among other things, certain activities relating to Iran's energy, petroleum, metals, shipping or shipbuilding sectors or that facilitate "significant" transactions or provide "significant financial services" for certain Iran-linked individuals or entities or the Islamic Revolutionary Guard Corps. Persons engaged in targeted activities involving Iran face exposure to secondary sanctions or enforcement actions under U.S. law. It is SMBC's policy not to conduct activities that are impermissible under secondary sanctions.

Prior to U.S. withdrawal from the JCPOA the United States along with the European Union provided Iran with certain sanctions relief. On Implementation Day, the U.S. government revoked certain Iran-related Executive Orders, temporarily waived certain statutory provisions and removed various individuals and entities from the Specially Designated Nationals and Blocked Persons List (the "SDN List") maintained by OFAC. However, certain U.S. secondary sanctions targeting Iran remained in effect, including those targeting significant transactions involving Iranian or Iran-related SDNs or the Islamic Revolutionary Guard Corps.

In November 2018, following certain wind-down periods, the United States fully re-imposed sanctions (both primary and secondary) that had been waived or lifted under the JCPOA. On the same day, OFAC added back to the SDN List a number of parties that had been removed on Implementation Day from the list. Persons engaged in targeted activities involving Iran face exposure to secondary sanctions or enforcement actions under U.S. law. It is SMBC's policy not to conduct activities that are impermissible under secondary sanctions. Additionally, in 2019 and 2020, former President Trump issued further Iran-related Executive Orders, including orders authorizing sanctions with respect to additional sectors of the Iranian economy, including metals, mining, manufacturing, textiles, construction, and other sectors identified by the Secretary of the Treasury. Pursuant to one of these orders, Executive Order 13902, on October 8, 2020, the Secretary of the Treasury identified the financial sector of the Iranian economy as subject to sanctions and OFAC added 18 major Iranian banks to the SDN List. As a result of this action, non-U.S. financial institutions that engage in non-humanitarian transactions involving the listed 18 banks may be targeted by secondary sanctions.

After a transition period in which certain countries, including Japan, were granted temporary “significant reduction exceptions” that permitted some purchases of oil from Iran to continue without risking sanctions, the United States also fully resumed efforts to reduce Iran’s crude oil sales, backed by the potential threat of correspondent account sanctions targeting foreign financial institutions. These exceptions expired in May 2019 without further extension.

President Biden has signaled a willingness to resume U.S. participation in the JCPOA, and in April 2021, the parties to the JCPOA began negotiations as to the steps required for both the United States and Iran to come back into compliance with the JCPOA. As of June 27, 2024, negotiations between Iran and the other parties to the JCPOA appear to be at an impasse, and it is unclear when or if further discussions will occur. The sanctions imposed by the Trump administration remain in effect, and the United States and European Union have recently imposed additional sanctions on Iranian individuals and entities in response to Iran’s treatment of protestors and provision of material support to Russia’s aggression against Ukraine.

#### *U.S. Sanctions Relating to Russia and Ukraine*

In response to Russia’s aggression against Ukraine in February 2022, the U.S. government has imposed significant sanctions and export control measures targeting Russia. In broad terms, the U.S. restrictions enacted to date include: territorial embargoes on the Donetsk People’s Republic and Luhansk People’s Republic regions of Ukraine, prohibitions on trade in certain goods and services between the United States and Russia and new investment in Russia by U.S. persons, asset blocking sanctions on a number of Russian individuals and entities, restrictions on transactions involving certain Russian financial institutions and Russia’s Central Bank, National Wealth Fund, and Ministry of Finance, and restrictions on dealing in Russian sovereign debt and debt or equity of certain Russian companies. On December 22, 2023, President Biden issued Executive Order 14114, which authorizes the imposition of sanctions on non-U.S. financial institutions that engage in significant transactions involving persons sanctioned by the U.S. government for operating in the technology, defense and related materiel, construction, aerospace, or manufacturing sectors of the Russian Federation economy or involving Russia’s military-industrial base. On June 12, 2024, the U.S. Treasury Department announced that it was broadening the definition of Russia’s military-industrial base to include all persons blocked pursuant to Executive Order 14024, meaning that non-U.S. financial institutions risk being sanctioned for conducting or facilitating significant transactions, or providing any service, involving such blocked persons. Additional or expanded sanctions may be imposed in the future. The 2022 and 2023 Russia-related sanctions are in addition to sanctions previously enacted by the U.S. government in response to Russia’s 2014 annexation of Crimea, including those under the U.S. Ukraine-/Russia-Related Sanctions Regulations, the Ukraine Freedom Support Act of 2014 (signed into law on December 18, 2014), as amended by the Countering America’s Adversaries Through Sanctions Act of 2017 (signed into law in August 2017) (the “UFSA” ), and “sectoral” sanctions on the financial, energy and defense sectors of the Russian economy. The UFSA mandates prohibitions or strict limitations on the opening or maintaining of correspondent or payable-through accounts in the United States by non-U.S. financial institutions determined by the U.S. government (i) to have knowingly engaged in on or after December 18, 2014 in significant transactions involving certain activities described in the Act, including those involving individuals or entities on whom sanctions are imposed pursuant to the Act for making a significant investment in a project for the extraction of deepwater, Arctic offshore or shale formation crude oil in Russia, or (ii) to have knowingly facilitated, on or after June 16, 2015, a significant financial transaction on behalf of any Russian individual or entity included on the SDN List pursuant to Ukraine-related sanction programs.

#### *U.S. Sanctions Relating to China*

The United States government has imposed sanctions and other restrictive measures, and taken other steps, in response to a number of concerns with the actions and policies of the Chinese government. In response to Chinese actions to limit the autonomy of Hong Kong, the U.S. government enacted the Hong Kong Autonomy Act (signed into law on July 14, 2020) which is implemented by Executive Order 13936. Among other things, the Act provides for the imposition of asset-blocking sanctions against any non-U.S. persons determined to be

materially contributing to, have materially contributed to, or have attempted to materially contribute to the failure of the Government of China to meet its obligations under the Sino-British Joint Declaration or Hong Kong's Basic Law. The Act also mandates the imposition of sanctions against non-U.S. financial institutions determined by the U.S. government to have knowingly conducted a significant transaction involving persons sanctioned under the Act. The U.S. State and Treasury Departments are required to periodically submit reports to Congress identifying non-U.S. persons and non-U.S. financial institutions sanctioned under the Act. To date, 39 foreign persons (principally Chinese and Hong Kong government and security officials) have been identified as subject to asset-blocking sanctions under the Act and Executive Order 13936. No non-U.S. financial institutions have been determined to be subject to sanctions under the Act. The U.S. government has indicated that it will contact any non-U.S. financial institution it believes to be engaged in sanctionable conduct under the Act prior to imposing sanctions against it.

In response to concerns that companies linked to the Chinese military have used access to U.S. capital markets to improve Chinese military and intelligence capabilities, in November 2020, then President Trump issued Executive Order 13959, which was subsequently amended in January 2021 by Executive Order 13974. In June 2021, President Biden issued Executive Order 14032, which further amended Executive Order 13959 to rescind the Trump administration sanctions and replace them with similar restrictions applicable to a modified list of Chinese companies operating in the defense or surveillance technology sectors of the Chinese economy. As amended by Executive Order 14032, Executive Order 13959 prohibits U.S. persons from purchasing or selling publicly traded securities issued by the companies named in the Annex to or designated pursuant to the order, as well as publicly traded securities that are derivative of or provide investment exposure to such securities. The amended order's prohibitions became effective in August 2021 with respect to securities of or linked to companies named in the Annex to the order, and will take effect 60 days after the date of listing for companies named pursuant thereto. Executive Order 13959, as amended, provides a 365-day period from the date of the relevant company's listing in or pursuant to the order during which U.S. persons may purchase or sell affected securities for purposes of divestment.

The United States has also taken steps in response to concerns about Chinese actions in the Xinjiang Uyghur Autonomous Region ("Xinjiang"). Pursuant to the Global Magnitsky Human Rights Accountability Act and Executive Order 13818, which authorize the imposition of sanctions against persons in any country determined to be involved in certain human rights abuses, the U.S. government has named a number of Chinese government officials and entities to the SDN List. The sanctioned entities include the Xinjiang Production and Construction Corps ("XPCC") and its subsidiaries. In July 2020, several U.S. government agencies jointly published an advisory concerning risks and considerations for businesses with supply chain exposure to entities engaged in forced labor and other human rights abuses in Xinjiang. The advisory highlights legal, economic, and reputational risks to U.S. and non-U.S. companies with potential exposure in their supply chain to Xinjiang or to facilities outside Xinjiang that use labor or goods from that region and recommends that such businesses implement human rights-related due diligence policies and procedures. In December 2021, President Biden signed into law the Uyghur Forced Labor Prevention Act, which establishes a rebuttable presumption, effective June 21, 2022, that goods, wares, articles, and merchandise mined, produced, or manufactured wholly or in part in Xinjiang may not be imported into the United States. In June 2022, U.S. government agencies published additional guidance concerning this restriction and on due diligence best practices.

#### *U.S. Sanctions Relating to Burma*

In February 2021, in response to the military coup in Burma, President Biden issued Executive Order 14014, which authorizes the imposition of sanctions, among others, against persons responsible for undermining democratic processes and institutions in Burma, Burmese government and military officials, and immediate family members of such persons, as well as Burmese government agencies or instrumentalities and entities operating in the defense sector of the Burmese economy or other sectors identified by the Secretary of the Treasury. Pursuant to the Order, OFAC has imposed sanctions on a number of Burmese government and military

officials and their associates, as well as on state-owned gem, pearl, oil and lumber enterprises, state holding companies, and certain state-owned banks. Sanctions against additional individuals and entities are possible in the future.

#### *Foreign Account Tax Compliance Act*

Provisions of the U.S. tax law commonly referred to as the Foreign Account Tax Compliance Act (“FATCA”), which became effective on July 1, 2014, aim to prevent U.S. persons from hiding their financial assets or evading their U.S. federal income tax obligations by the use of offshore accounts. A foreign financial institution that has entered into an agreement with the U.S. Internal Revenue Service (“IRS”) pursuant to which it agrees to comply with FATCA, referred to as a “participating foreign financial institution” (“PFFI”), is required to perform specified due diligence, reporting and withholding functions (a “PFFI agreement”). Specifically, under FATCA, a PFFI is required to ascertain the U.S. status of customers through specified due diligence and report certain information annually to the IRS. In cases where customers are not compliant with FATCA, PFFIs are obligated to carry out specified reporting and withholding procedures as prescribed. The consequences for foreign financial institutions that are not compliant with FATCA include being subjected to a 30% withholding tax on certain withholdable payments from U.S. sources and reporting to the IRS.

The United States entered into intergovernmental agreements or reached agreements in substance with more than 100 countries in furtherance of the objectives of FATCA, which modify the operation of FATCA with respect to financial institutions located in those countries. The United States and Japan have entered into an intergovernmental agreement to facilitate the implementation of FATCA pursuant to which Japanese financial institutions (such as us and certain of SMBC Group companies) are directed by the Japanese authorities to register with the IRS and fulfill obligations consistent with those required under a PFFI agreement. We are registered with the IRS as a PFFI. We are committed to complying with FATCA as a PFFI and abiding by the terms of our PFFI agreement with the IRS within the jurisdictions in which we operate and in accordance with the time frame set out by the IRS. We closely monitor FATCA developments and evolving industry practices to ensure continued compliance with FATCA.

#### *Other Regulations in the United States*

In the United States, SMBC’s U.S.-registered broker-dealer subsidiary, SMBC Nikko Securities America, Inc. is regulated by the SEC. Broker-dealers are subject to regulations that cover all aspects of the securities business, including:

- sales practices;
- trade practices of broker-dealers;
- use and safekeeping of customers’ funds and securities;
- capital structure;
- record-keeping;
- the financing of customers’ purchases; and
- the conduct of directors, officers and employees.

In addition, SMBC Nikko Securities America, Inc. is a member of and regulated by the Financial Industry Regulatory Authority and is regulated by the individual state securities authorities in the states in which it operates. The U.S. government agencies and self-regulatory organizations, as well as state securities authorities in the United States having jurisdiction over SMBC’s U.S. broker-dealer affiliate, are empowered to conduct administrative proceedings that can result in, among other things, censure, fine, the issuance of cease-and-desist orders or the suspension or expulsion of a broker-dealer or its associated persons, including directors, officers or employees.

## **Regulations in Other Jurisdictions**

Elsewhere in the world, our operations are subject to regulation and control by local central banks and monetary authorities.

## **Disclosure Pursuant to Section 13(r) of the Securities Exchange Act of 1934**

Section 13(r) of the Securities Exchange Act of 1934, as amended, requires an issuer to disclose whether it or any of its affiliates knowingly engaged in certain activities or transactions relating to Iran or with individuals or entities designated by the U.S. government under specified Executive Orders, even if those activities are not prohibited by U.S. law and are conducted outside the United States by non-U.S. affiliates. During the twelve months ended March 31, 2024, SMBC, an affiliate of SMFG engaged in activities subject to disclosure under Section 13(r). SMBC conducted these activities consistent with its internal policies and procedures, the policies and procedures of SMFG, and applicable laws and regulations, and to the extent they are not sanctionable under U.S. secondary sanctions. SMBC has discontinued activities that have become impermissible or subject to secondary sanctions as a result of changes in applicable laws and regulations.

SMBC provided remittance and other settlement services in connection with customers' trade transactions between Japan and Iran. These transactions principally involved the exportation of civilian commercial products including medical devices from Japan and were conducted with an Iranian bank owned by the Government of Iran. These transactions did not involve entities or other persons listed on the SDN List at the time of the transaction and did not involve the settlement of U.S. dollar-denominated payments cleared through U.S. banks. SMBC has informed SMFG that it intends to continue to engage in these types of transactions only to the extent permitted under applicable regulations and to the extent they are not sanctionable under U.S. secondary sanctions. For the twelve months ended March 31, 2024, the gross revenue related to these transactions was ¥0.6 million, representing less than 0.0001% of SMFG's total interest and fee income. SMFG does not allocate direct costs to interest and fee income and therefore does not calculate net profits with respect to these transactions.

SMBC has issued performance bonds and advance payment bonds that supported various projects, including the construction of petroleum plants in Iran. Some of these bonds had counterparties that were entities controlled by the Government of Iran. Some of these bonds have matured, and SMBC has not renewed and will not renew them unless permitted under applicable regulations and to the extent they are not sanctionable under U.S. secondary sanctions, but SMBC continues to have obligations under the matured performance bonds until they are returned or cancelled by the beneficiaries. SMBC has also received fees from its customers on whose behalf it issued the performance bonds. For the twelve months ended March 31, 2024, the gross revenue relating to these transactions was ¥0.5 million, representing less than 0.0001% of SMFG's total interest and fee income. As noted above, SMFG does not allocate direct costs to interest and fee income and therefore does not calculate net profits with respect to these transactions. SMBC has informed SMFG that it intends to continue to accept fee income from its customers for whose account the performance bonds were issued and to pay the relevant fees to the Iranian banks, to the extent authorized by the Ministry of Finance of Japan or otherwise permitted under applicable regulations, until the bonds are returned or cancelled. However, SMBC strongly urges the relevant customers to ask the beneficiaries to agree to return or cancel the matured performance bonds.

SMBC has frozen the U.S. dollar accounts of all Iranian banks. SMBC has frozen Japanese yen accounts of government-owned Iranian banks, including an account for the Central Bank of Iran; all such accounts were frozen at the time of the designation of the relevant bank under Executive Order 13224 or 13902, as applicable. Certain transactions described in this disclosure were conducted through the use of one of such accounts prior to the designation of the relevant bank under Executive Order 13902. These transactions were conducted in accordance with Japanese law, and we do not believe that the transactions were sanctionable under U.S. sanctions that were in effect at the time the transactions occurred. SMBC has discontinued activities that have become impermissible or subject to secondary sanctions as a result of changes in applicable laws and regulations, including transactions involving the Central Bank of Iran whose account has been frozen.

The gross revenue attributable to the accounts of government-owned Iranian banks for the twelve months ended March 31, 2024, was ¥8.1 million, representing about 0.0001% of SMFG's total interest and fee income. SMFG does not allocate direct costs to interest and fee income and therefore does not calculate net profits with respect to these transactions. SMBC has informed SMFG that it intends to continue to maintain the Iranian accounts described above only to the extent permitted under applicable laws and regulations and to the extent the activities are not targeted by secondary sanctions.

Separately, a non-U.S. affiliate of SMFG has informed SMFG that one of its non-U.S. corporate customers was placed on the SDN list pursuant to one of the specified Executive Orders during the twelve months ended March 31, 2024. Pursuant to its policies and procedures, the affiliate took steps to promptly restrict the customer account after registering the sanctioned status of the customer on its internal systems. Between the date of designation on the SDN list and prior to the customer's account being restricted, the affiliate processed payments for the customer which generated a *de minimis* amount of fee income. The transactions were conducted by the affiliate outside of the United States and resulted in no measurable gross revenue for SMFG, which accounts for the affiliate using the equity method. The affiliate informed SMFG that it has terminated the contractual relationship with the customer in line with its policies and procedures.

As of the date of this annual report, to our knowledge, there is no other activity for the twelve months ended March 31, 2024 that requires disclosure under Section 13(r) of the Securities Exchange Act of 1934.



#### 4.C. ORGANIZATIONAL STRUCTURE

The following chart presents our corporate structure summary at March 31, 2024.

			Business Segments <sup>(2)</sup>				
			Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others
Sumitomo Mitsui Financial Group, Inc.	Commercial Banking	(Domestic)					
		Sumitomo Mitsui Banking Corporation (SMBC)	○	○	○	○	○
		SMBC Trust Bank Ltd.	○	○	○		○
		SMBC Guarantee Co., Ltd. (Credit guarantee)		○			
		PayPay Bank Corporation <sup>(1)</sup> (Internet banking)		○			
		(Foreign)					
		SMBC Bank International plc			○		
		Sumitomo Mitsui Banking Corporation (China) Limited	○		○	○	
		PT Bank BTPN Tbk			○		
		SMBC Americas Holdings, Inc. (Bank holding company)			○		
		SMBC MANUBANK			○		
		Banco Sumitomo Mitsui Brasileiro S.A.			○		
		JSC Sumitomo Mitsui Rus Bank			○		
		SMBC Bank EU AG			○		
		Sumitomo Mitsui Banking Corporation Malaysia Berhad			○	○	
		The Bank of East Asia, Limited <sup>(1)</sup>			○		
		ACLEDA Bank Plc <sup>(1)</sup>			○		
		Vietnam Prosperity Joint-Stock Commercial Bank <sup>(1)</sup>			○		
		Rizal Commercial Banking Corporation <sup>(1)</sup>			○		
	Leasing	(Domestic)					
		Sumitomo Mitsui Finance and Leasing Company, Limited <sup>(1)</sup>	○		○		
		Sumitomo Mitsui Auto Service Company, Limited <sup>(1)</sup>	○		○		
		(Foreign)					
		SMBC Leasing and Finance, Inc.			○		
		SMBC Aviation Capital Limited <sup>(1)</sup>			○		
	Securities	(Domestic)					
		SMBC Nikko Securities Inc.	○	○	○	○	○
		(Foreign)					
		SMBC Nikko Securities America, Inc.			○	○	
		SMBC Nikko Capital Markets Limited			○	○	○
	Consumer Finance	(Domestic)					
		Sumitomo Mitsui Card Company, Limited <sup>(3)</sup> (Credit card)	○	○			
		SMBC Finance Service Co., Ltd. <sup>(3)</sup> (Credit card, consumer credit and installment transaction)	○	○			
		SMBC Consumer Finance Co., Ltd. (Consumer lending)		○			
		POCKET CARD CO., LTD. <sup>(1)</sup> (Credit card)		○			
		(Foreign)					
		VPBank SMBC Finance Company Limited <sup>(1)</sup> (Consumer lending)			○		
	Others	(Domestic)					
		The Japan Research Institute, Limited (System development, data processing, management consulting and economic research) <sup>(4)</sup>					○
		Sumitomo Mitsui DS Asset Management Company, Limited (Investment management, and investment advisory and agency)					○
		Alternative Investment Capital Limited (Investment management and investment advisory)					○
		SMBC Venture Capital Co., Ltd. (Venture capital)	○				
		SMBC Consulting Co., Ltd. (Management consulting and information services)	○				
		Japan Pension Navigator Co., Ltd. (Operational management of defined contribution pension plans)		○			
		SAKURA KCS Corporation <sup>(1)</sup> (System engineering and data processing)					○
		JSOL Corporation <sup>(1)</sup> (System development and data processing)					○
		Sakura Information Systems Co., Ltd. <sup>(1)</sup> (System engineering and data processing)					○
		(Foreign)					
		SMBC Capital Markets, Inc. (Derivatives)			○	○	○
		TT International Asset Management Ltd (Investment management, and investment advisory and agency)					○
		SMFG India Credit Company Limited (Financial services)			○		

(1) These companies are our associates or joint ventures.

(2) Chart indicates the classification of SMBC Group companies into each of SMBC Group-wide business segments.

(3) Sumitomo Mitsui Card Company, Limited merged with SMBC Finance Service Co., Ltd. on April 1, 2024.

(4) The Japan Research Institute, Limited became the wholly owned subsidiary of JRI Holdings, Limited, the holding company newly established by SMBC Group, following the sale of shares held by SMFG to JRI Holdings, Limited on April 1, 2024.

As the ultimate holding company of the SMBC Group, we are responsible for:

- group strategy and management;
- group resource allocation;
- group financial accounting;
- investor relations;
- capital strategy;
- group IT strategy;
- HR management for group executives;
- group risk management, internal control and compliance;
- compensation schemes; and
- efficiently harmonizing our operations on an SMBC Group-wide basis.

## Principal Subsidiaries

Our principal subsidiaries at March 31, 2024 are shown in the list below. We consolidate all entities that we control. We control an entity when we are exposed, or have rights, to variable returns from our involvement with the entity and have the ability to affect those returns through our power over the entity.

### *Principal domestic subsidiaries*

<u>Company Name</u>	<u>Proportion of Ownership Interest<sup>(1)</sup></u>	<u>Proportion of Voting Rights<sup>(1)</sup></u>	<u>Main Business</u>
	(%)	(%)	
Sumitomo Mitsui Banking Corporation . . . . .	100.0	100.0	Commercial banking
SMBC Trust Bank Ltd. . . . .	100.0	100.0	Trust Banking
SMBC Guarantee Co., Ltd. . . . .	100.0	100.0	Credit guarantee
SMBC Nikko Securities Inc. . . . .	100.0	100.0	Securities
Sumitomo Mitsui Card Company, Limited <sup>(2)</sup> . . . . .	100.0	100.0	Credit card
SMBC Finance Service Co., Ltd <sup>(2)</sup> . . . . .	100.0	100.0	Credit card, consumer credit and installment transaction
SMBC Consumer Finance Co., Ltd. . . . .	100.0	100.0	Consumer lending
The Japan Research Institute, Limited <sup>(3)</sup> . . . . .	100.0	100.0	System development, data processing, management consulting and economic research
Sumitomo Mitsui DS Asset Management Company, Limited . . . . .	50.1	50.1	Investment management, and investment advisory and agency
Alternative Investment Capital Limited . . . . .	60.0	60.0	Investment management and investment advisory
SMBC Venture Capital Co., Ltd. . . . .	100.0	100.0	Venture capital
SMBC Consulting Co., Ltd. . . . .	98.3	98.3	Management consulting and information services
Japan Pension Navigator Co., Ltd. . . . .	69.7	69.7	Operational management of defined contribution pension plans

(1) Percentages of proportion of ownership interest and proportion of voting rights have been truncated.

(2) Sumitomo Mitsui Card Company, Limited merged with SMBC Finance Service Co., Ltd. on April 1, 2024.

(3) The Japan Research Institute, Limited became the wholly owned subsidiary of JRI Holdings, Limited, the holding company newly established by SMBC Group, following the sale of shares held by SMFG to JRI Holdings, Limited on April 1, 2024.

### *Principal foreign subsidiaries*

<u>Company Name</u>	<u>Country of Incorporation</u>	<u>Proportion of Ownership Interest<sup>(1)</sup></u> (%)	<u>Proportion of Voting Rights<sup>(1)</sup></u> (%)	<u>Main Business</u>
SMBC Bank International plc . . . . .	U.K.	100.0	100.0	Commercial banking
Sumitomo Mitsui Banking Corporation (China) Limited . . . . .	China	100.0	100.0	Commercial banking
PT Bank BTPN Tbk . . . . .	Indonesia	98.5	91.0 <sup>(2)</sup>	Commercial banking
SMBC Americas Holdings, Inc. . . . .	U.S.A.	100.0	100.0	Bank holding company
SMBC MANUBANK . . . . .	U.S.A.	100.0	100.0	Commercial banking
Banco Sumitomo Mitsui Brasileiro S.A. . . . .	Brazil	100.0	100.0	Commercial banking
JSC Sumitomo Mitsui Rus Bank . . . . .	Russia	100.0	100.0	Commercial banking
SMBC Bank EU AG . . . . .	Germany	100.0	100.0	Commercial banking
Sumitomo Mitsui Banking Corporation Malaysia Berhad . . . . .	Malaysia	100.0	100.0	Commercial banking
SMBC Leasing and Finance, Inc. . . . .	U.S.A.	100.0	100.0	Leasing
SMBC Nikko Securities America, Inc. . . . .	U.S.A.	100.0	100.0	Securities
SMBC Nikko Capital Markets Limited . . . . .	U.K.	100.0	100.0	Securities
SMBC Capital Markets, Inc. . . . .	U.S.A.	100.0	100.0	Derivatives
TT International Asset Management Ltd . . . . .	U.K.	100.0	100.0	Investment management, and investment advisory and agency
SMFG India Credit Company Limited . . . . .	India	100.0	100.0	Financial services

(1) Percentages of proportion of ownership interest and proportion of voting rights have been truncated.

(2) During the fiscal year ended March 31, 2020, we disposed of a 3.7% equity interest in PT Bank BTPN Tbk to a third-party investor. Subsequently, in the fiscal year ended March 31, 2024, we disposed of an additional 3.7% to other third-party investors. The disposals were undertaken to ensure that PT Bank BTPN Tbk is compliant with the free float requirement under the Indonesia Stock Exchange's Rule. We had also entered into a commercial arrangement where the economic exposure resulting from the disposals is being retained. Therefore, the disposals have not resulted in a decrease in our ownership interests.

### **4.D. PROPERTY, PLANT AND EQUIPMENT**

We own or lease the land and buildings in which we conduct our business. Most of the property that we operate in Japan is owned by us to be used by our branches. In contrast, our international operations are conducted out of leased premises. Our head office building in Marunouchi is leased from a third party. Our largest property is SMBC's East Tower in Marunouchi, with a net carrying value of ¥162 billion, including the land and building, at March 31, 2024.

The following table shows the net carrying amount of our tangible fixed assets at March 31, 2024.

	<u>At March 31, 2024</u> (In millions)
Land . . . . .	¥ 475,296
Buildings . . . . .	335,180
Right of use assets . . . . .	397,746
Others . . . . .	138,871
Total . . . . .	<u>¥ 1,347,093</u>

For more information, see Note 12 "Property, Plant and Equipment" to our consolidated financial statements included elsewhere in this annual report.

The total area of land related to our material office and other properties at March 31, 2024 was approximately 579,000 square meters for owned land and approximately 14,000 square meters for leased land.

We are not aware of any material environmental issues that may affect the utilization of our assets.

#### Item 4A. Unresolved Staff Comments

None

#### Item 5. Operating and Financial Review and Prospects

*The discussion below should be read together with “Item 3.A. Selected Financial Data” and our consolidated financial statements and related notes included elsewhere in this annual report. Unless otherwise indicated, we present our information on a consolidated basis.*

### OVERVIEW

#### Operating Environment

Our results of operations and financial condition are significantly affected by developments in Japan as well as the global economy.

The Japanese economy, as a whole, recovered gradually for the fiscal year ended March 31, 2024. This was primarily due to an increase in exports of goods and services, although private consumption decreased in part caused by persistent inflation.

Japanese gross domestic product (“GDP”) increased by 1.2% for the fiscal year ended March 31, 2024, compared with an increase of 1.6% in the previous fiscal year, based on data published in June 2024 by the Cabinet Office of the Government of Japan. The consumer price index for Japan (all items, less fresh food) (“CPI”) for the fiscal year ended March 31, 2024, increased by 2.8%, compared with an increase of 3.0% in the previous fiscal year, and the CPI in March 2024 increased by 2.6% compared to March 2023, based on data published in April 2024 by the Statistics Bureau of Japan.

The following table presents the quarter-on-quarter growth rates of Japanese GDP for the fiscal year ended March 31, 2023 and 2024.

	For the fiscal year ended March 31,							
	2023				2024			
	1Q	2Q	3Q	4Q	1Q	2Q	3Q	4Q
Japanese GDP .....	1.2%	(0.2%)	0.3%	1.1%	1.0%	(0.9%)	0.1%	(0.5%)

Japanese GDP increased by 1.0% on a quarter-on-quarter basis for the first quarter of the fiscal year ended March 31, 2024, primarily due to an increase in exports of goods and services supported by the easing of supply chain constraints. However, it decreased by 0.9% on a quarter-on-quarter basis for the second quarter of the fiscal year ended March 31, 2024, primarily due to changes in private inventories and an increase in imports of goods and services. Although Japanese GDP increased by 0.1% on a quarter-on-quarter basis for the third quarter of the fiscal year ended March 31, 2024, it decreased by 0.5% on a quarter-on-quarter basis for the fourth quarter of the fiscal year ended March 31, 2024, primarily due to a decrease in private consumption influenced by persistent inflation and a decrease in sales of automobiles.

The employment situation as a whole improved gradually. The active job openings-to-applicants ratio published by the Ministry of Health, Labour and Welfare of Japan was almost flat for the fiscal year ended

March 31, 2024. According to the statistical data published by the Statistics Bureau of Japan, the unemployment rate was 2.6% in March 2024, a decrease of 0.1 percentage points from the same month of the previous year. The compensation of employees decreased by 1.5% for the fiscal year ended March 31, 2024.

Further, according to Teikoku Databank, a research institution in Japan, there were approximately 8,900 corporate bankruptcies in Japan for the fiscal year ended March 31, 2024, an increase of 30.6% from the previous fiscal year, involving approximately ¥2.4 trillion in total liabilities, an increase of 4.1% from the previous fiscal year.

Interest rates in Japanese financial and capital markets are affected by the monetary policy measures of the Bank of Japan (“BOJ”). In January 2016, in addition to the existing provision of ample funds, the BOJ announced the introduction of “quantitative and qualitative monetary easing with a negative interest rate.” Thereafter, the BOJ announced the introduction of a new policy framework, “quantitative and qualitative monetary easing with yield curve control” in September 2016. Under this policy framework, the BOJ would keep short-term interest rates down by maintaining its policy of applying a negative interest rate of minus 0.1% to certain excess reserves of financial institutions held at the BOJ. Moreover, the BOJ indicated it would purchase Japanese government bonds so that the yield of the 10-year Japanese government bonds would be close to around 0% to control long-term interest rates. In March 2021, the BOJ announced the establishment of an “interest scheme to promote lending,” which would be linked to the short-term policy interest rate, as an incentive to financial institutions for part of their current account balances, based on the recognition of the importance of continuing with monetary easing in a sustainable manner and making nimble and effective responses to counter changes in developments in economic activity and prices, as well as in financial conditions. In addition, the BOJ made clear that the target range of the 10-year Japanese government bonds yield fluctuations would be between plus and minus 0.25%. In December 2022, in light of increased observed volatility in overseas financial and capital markets that affected markets in Japan, the BOJ expanded the range of 10-year Japanese government bonds yield fluctuations to between plus and minus 0.5%. On October 31, 2023, the BOJ announced adjustments to its yield curve control policy and would regard the upper bound of 1.0% for 10-year Japanese government bonds yields as a reference in its market operations. Thereafter, on March 19, 2024, the BOJ announced its conclusion that the policy frameworks of “quantitative and qualitative monetary easing with yield curve control” and the negative interest rate policy to date have fulfilled their roles based on its outlook toward the price stability target. In addition, the BOJ stated that it would encourage the uncollateralized overnight call rate to remain at around 0% to 0.1%, continue its long-term Japanese government bonds purchases with broadly the same amount as before and make nimble responses by continuing its long-term Japanese government bonds purchases in case of a rapid rise in long-term interest rates. Furthermore, the BOJ announced that its “interest scheme to promote lending” would be suspended from the reserve maintenance period starting on April 16, 2024. Under such circumstances, the uncollateralized overnight call rate, which is the benchmark for short-term interest rates, was around 0.1% at March 29, 2024. The yield on newly issued 10-year Japanese government bonds, which is the benchmark for long-term interest rates, was around 0.7% at March 29, 2024. On June 14, 2024, the BOJ announced that it will reduce its purchase amount of 10-year Japanese government bonds after the next Monetary Policy Meeting scheduled in the latter half of July 2024. This is to ensure that long-term interest rates will be formed more freely in financial markets.

The yen depreciated against the U.S. dollar from ¥133.13 at March 31, 2023 to ¥151.34 at March 29, 2024, according to the statistical data published by the BOJ.

The Nikkei Stock Average, which is a price-weighted average of 225 stocks listed on the Tokyo Stock Exchange, rose from ¥28,041.48 at March 31, 2023, to an all-time high of ¥40,888.43 at March 22, 2024. It subsequently dropped to ¥40,369.44 at March 29, 2024.

According to a report published by the Ministry of Land, Infrastructure, Transport and Tourism of Japan, the average residential land price and the average commercial land price in Japan increased by 1.4% and 1.8%, respectively, in the calendar year 2023.

For the fiscal year ended March 31, 2024, the global economy, as a whole, slowed down, primarily due to prolonged inflation and continuing increases in real policy interest rates. However, in some countries inflation eased with energy and food prices contracting and the gradual easing of supply chain constraints.

For the fiscal year ended March 31, 2024, the U.S. economy continued to recover, primarily due to an increase in private consumption supported by the positive employment and income situation. The European economy, as a whole, had been at a standstill for the fiscal year ended March 31, 2024, primarily due to a fall in private consumption, affected by prolonged inflation and ongoing monetary tightening. In Asia, the Chinese economy showed signs of recovery for the fiscal year ended March 31, 2024, primarily due to improvements in private consumption and exports of goods and services. Asian economies other than China, continued to recover gradually for the fiscal year ended March 31, 2024, primarily due to an increase in private consumption.

In addition to economic factors and conditions, we expect that our results of operations and financial condition will be significantly affected by regulatory trends such as Japanese TLAC Standards, the Basel III reforms and the Dodd-Frank Act. For a more detailed description of regulations to which we are subject, risks associated with regulatory development and our management policy under this environment, see “Item 3.D. Risk Factors—Risks Related to Our Business,” “Item 4.B. Business Overview—Regulations in Japan, Regulations in the United States, Regulations in Other Jurisdictions and Description of Operations and Principal Activities—Management Policies.”

## **Factors Affecting Results of Operation**

### ***Income (Loss)***

We have three principal sources of operating income: net interest income, net fee and commission income, and net income from trading, financial assets and liabilities at fair value through profit or loss and investment securities.

*Net Interest Income.* Net interest income, or the difference between interest income and interest expense, is determined by:

- the amount of interest-earning assets and interest-bearing liabilities;
- the interest spread;
- the general level of interest rates; and
- the proportion of interest-earning assets to interest-bearing liabilities.

Our principal interest-earning assets are loans and advances, investment securities, and deposits with banks. Our principal interest-bearing liabilities are deposits, borrowings and debt securities in issue. The interest income and expense on trading assets and liabilities, and financial assets and liabilities at fair value through profit or loss are not included in net interest income. Our net interest income is earned mainly by SMBC. SMBC controls its exposure to interest rate fluctuations through asset and liability management operations.

SMBC, like other banks in Japan, makes most domestic loans based on a short-term interest rate, the TIBOR, or a short-term prime rate, which are generally intended to reflect the cost of short-term yen funding and significantly affected by the monetary policy of the BOJ.

The BOJ announced in October 2014 the expansion of its “quantitative and qualitative monetary easing” introduced in April 2013, and in December 2015 the introduction of “supplementary measures for quantitative and qualitative monetary easing,” in order to achieve the price stability target of 2% in terms of the year-on-year rate of increase in the CPI. In January 2016, in addition to the existing provision of ample funds, the BOJ announced the introduction of “quantitative and qualitative monetary easing with a negative interest rate.” Following the introduction of the policy, SMBC lowered its ordinary deposit rate by 0.019 percentage points from 0.02% to 0.001% in February 2016. Thereafter, the BOJ announced the introduction of a new policy



framework, “quantitative and qualitative monetary easing with yield curve control” in September 2016. Under this policy framework, the BOJ would keep short-term interest rates down by maintaining its policy of applying a negative interest rate of minus 0.1% to certain excess reserves of financial institutions held at the BOJ. Moreover, the BOJ indicated it would purchase Japanese government bonds so that the yield of the 10-year Japanese government bonds would be close to around 0% to control long-term interest rates. In March 2021, the BOJ announced the establishment of an “interest scheme to promote lending,” which would be linked to the short-term policy interest rate, as an incentive to financial institutions for part of their current account balances, based on the recognition of the importance of continuing with monetary easing in a sustainable manner and making nimble and effective responses to counter changes in developments in economic activity and prices, as well as in financial conditions. In addition, the BOJ made clear that the target range of the 10-year Japanese government bonds yield fluctuations would be between plus and minus 0.25%. Moreover, in December 2022, in light of increased observed volatility in overseas financial and capital markets that affected markets in Japan, the BOJ expanded the range of 10-year Japanese government bonds yield fluctuations to between plus and minus 0.5%. On October 31, 2023, the BOJ announced adjustments to its yield curve control policy and would regard the upper bound of 1.0% for 10-year Japanese government bonds yields as a reference in its market operations. Thereafter, on March 19, 2024, the BOJ announced its conclusion that the policy frameworks of quantitative and qualitative monetary easing with yield curve control and the negative interest rate policy to date have fulfilled their roles based on its outlook toward the price stability target. In addition, the BOJ stated that it would encourage the uncollateralized overnight call rate to remain at around 0% to 0.1%, continue its long-term Japanese government bonds purchases with broadly the same amount as before and make nimble responses by continuing its long-term Japanese government bonds purchases in case of a rapid rise in long-term interest rates. Furthermore, the BOJ announced that its “interest scheme to promote lending” would be suspended from the reserve maintenance period starting on April 16, 2024. On June 14, 2024, the BOJ announced that it will reduce its purchase amount of 10-year Japanese government bonds after the next Monetary Policy Meeting scheduled in the latter half of July 2024. This is to ensure that long-term interest rates will be formed more freely in financial markets.

The following table sets forth SMBC’s short-term prime rate, three-month TIBOR, ordinary deposit rate, long-term prime rate and ten-year swap rate, at the dates indicated:

	At March 31,		
	2024	2023	2022
Short-term prime rate .....	1.475%	1.475%	1.475%
Three-month TIBOR .....	0.261	0.075	0.067
Ordinary deposit rate .....	0.001	0.001	0.001
Long-term prime rate .....	1.600	1.450	1.100
Ten-year swap rate .....	0.903	0.713	0.320

It is difficult to earn a wide interest spread when interest rates are at a low level, as they currently are in Japan. When interest rates rise from extremely low levels, interest spreads at commercial banks generally increase. However, interest spreads may temporarily decrease immediately after an increase in interest rates because it may take time for banks to increase lending rates correspondingly, in contrast to their funding rates. After an adjustment period, lending rates generally also increase, and banks are able to secure a wider interest spread than in a low interest rate environment. Conversely, interest spreads may temporarily increase immediately after a decrease in interest rates because it may take time for banks to decrease lending rates correspondingly, in contrast to their funding rates. After an adjustment period, lending rates generally also decrease, and banks generally are not able to maintain a wide interest spread.

*Net Fee and Commission Income.* We earn fees and commissions from a variety of services. The primary components of SMBC’s net fee and commission income are fees and commissions related to money remittances and transfers, investment trusts sales, loans (such as loan commitment fees and loan syndication fees for arranging loans), securities transactions (such as bond trustee fees and bond recording agency fees), and guarantees and acceptances. Other fees and commissions include fees from investment banking and electronic banking.

In addition, we earn a significant amount of fees on transactions in our credit card businesses, conducted through Sumitomo Mitsui Card, and fees and commissions on transactions in our securities businesses, conducted through SMBC Nikko Securities. The principal components of Sumitomo Mitsui Card's fees are membership fees from retailers and annual cardholders, while those of SMBC Nikko Securities' fees and commissions are subscription and agent commissions from investment trusts sales and underwriting fees.

The principal factors affecting fees and commissions are the demand for the services provided, the fees charged for those services and fees charged by competitors for similar services. The volume of services provided also affects profitability, as our fee businesses have significant economies of scale. In order to diversify sources of revenue and enhance return on assets, we are expanding our fees and commissions businesses, including sales of investment trusts and life insurance products, and investment banking businesses.

*Net Income from Trading, Financial Assets and Liabilities at Fair Value Through Profit or Loss and Investment Securities.* We undertake significant trading activities involving a variety of financial instruments, including derivatives. Our income from these activities is subject to volatility caused by, among other things, changes in interest rates, foreign exchange rates, equity prices or other market variables. Any unexpected change in interest rates could affect the fair value of our interest rate derivative positions and our net income from trading activities. Net trading income consists of margins made on market-making and our customer business as well as changes in fair value of trading assets and liabilities and derivative financial instruments. It also includes net interest and dividend income on these instruments.

We have a variety of financial assets and liabilities at fair value through profit or loss including investment trusts and hybrid instruments. Net income from financial assets and liabilities at fair value through profit or loss includes gains and losses arising from sales, redemptions and changes in the fair value of these financial instruments, and net interest and dividend income on these instruments. The fair values of those instruments such as investment trusts and hybrid instruments are subject to volatility caused by changes in equity prices and interest rates.

We have substantial investments in debt instruments measured at fair value through other comprehensive income. In particular, Japanese government bonds represent a significant part of our bond portfolio. We also own debt securities denominated in foreign currencies, principally the U.S. dollars. We also have investments in equity instruments measured at fair value through other comprehensive income, which consist primarily of our equity holding investments in stocks issued by our customers. Net investment income includes the gains and losses arising from the sales or redemptions of debt instruments measured at fair value through other comprehensive income and the dividend income earned from equity instruments measured at fair value through other comprehensive income. Increases in interest rates or declines in equity prices could substantially decrease the fair value of those instruments.

## ***Expenses***

*Impairment Charges on Financial Assets.* We use the expected credit losses ("ECL") model for the recognition of impairment loss under IFRS 9 "Financial Instruments." The ECL model requires that impairment losses be measured by using reasonable and supportable information including forecasts of future economic conditions and in an unbiased and probability-weighted manner. Our impairment charges are recorded primarily due to impairment on loans and advances.

Impairment charges on loans and advances are affected by the economic environment and financial conditions of borrowers. During periods of economic slowdown, corporate and individual borrowers are generally more likely to suffer credit rating downgrades, or become delinquent or default on their borrowings. The slowdown in the domestic or global economy may increase credit costs relating to a wide range of industries.

*General and Administrative Expenses.* General and administrative expenses consist primarily of personnel expenses (salaries and related expenses), depreciation and amortization expenses, and other expenses (outsourcing expenses, publicity and advertising expenses, and communication expenses).

### ***Unrealized Gains or Losses on Investment Securities Portfolio***

Changes in the fair value of domestic and foreign investment securities result in an increase or a decrease in unrealized gains or losses on investment securities measured at fair value through other comprehensive income. Unrealized gains or losses arising from changes in the fair value of the debt instruments in these securities are recognized directly in equity, until they are derecognized or impaired. Unrealized gains or losses arising from changes in the fair value of the equity instruments in these securities are recognized directly in equity, and amounts presented in equity are not subsequently transferred to profit or loss.

Most of our domestic equity instruments consist of publicly traded Japanese stocks. The Nikkei Stock Average increased by 0.8% from ¥27,821.43 at March 31, 2022, to ¥28,041.48 at March 31, 2023, and increased by 44.0% to ¥40,369.44 at March 29, 2024. At March 31, 2024, we had net unrealized gains on domestic equity securities of ¥3,197,856 million, an increase of ¥946,887 million from ¥2,250,969 million at March 31, 2023. For more information, see “Item 5.A. Operating Results—Financial Condition—Investment Securities.”

### ***Equity Capital***

In response to the imposition of more stringent regulatory capital requirements, we have been taking a proactive approach to managing our risk-weighted capital ratio by focusing on managing qualifying capital, including by building up our retained earnings, identifying risks, and controlling risk-weighted assets.

### ***Foreign Currency Fluctuations***

The average exchange rate used to convert dollars to yen in the consolidated financial statements included elsewhere in this annual report for the fiscal year ended March 31, 2024 was ¥144.59 per \$1.00, compared to the previous fiscal year’s average exchange rate of ¥135.51 per \$1.00. The percentage of revenue we earned from our foreign operations for the fiscal years ended March 31, 2024 and 2023 was 64% and 53%. For more information, see “Item 4.B. Business Overview—Revenues by Region.”

### **New and Amended Accounting Standards and Recent Accounting Pronouncements**

See “New and Amended Accounting Standards Adopted by the Group” and “Recent Accounting Pronouncements” under Note 2 “Summary of Material Accounting Policies” to our consolidated financial statements included elsewhere in this annual report.

## **5.A. OPERATING RESULTS**

*For discussion about our operating results for the fiscal year ended March 31, 2022, including certain comparative discussion of the fiscal years ended March 31, 2023 and 2022, please refer to “Item 5. Operating and Financial Review and Prospectus—5.A. Operating Results” in our annual report on Form 20-F filed on June 29, 2023.*

Under the economic and financial circumstances described in “Item 5. Operating and Financial Review and Prospects—Overview—Operating Environment,” we made a profit through our commercial banking and other financial services businesses. Our total operating income increased by ¥158,397 million from ¥3,790,676 million for the fiscal year ended March 31, 2023 to ¥3,949,073 million for the fiscal year ended March 31, 2024, primarily due to increases in net interest income, net fee and commission income, and net income from financial assets and liabilities at fair value through profit or loss, which were partially offset by a decrease in net trading income. However, our net profit decreased by ¥40,099 million from ¥935,849 million for the fiscal year ended March 31, 2023 to ¥895,750 million for the fiscal year ended March 31, 2024, due to an increase in operating expenses, which was partially offset by the increase in total operating income described above.

Our total assets increased by ¥23,584,599 million from ¥257,687,038 million at March 31, 2023 to ¥281,271,637 million at March 31, 2024, primarily due to an increase in loans and advances.

Our total liabilities increased by ¥20,842,466 million from ¥244,150,073 million at March 31, 2023 to ¥264,992,539 million at March 31, 2024, primarily due to an increase in deposits.

Our total equity increased by ¥2,742,133 million from ¥13,536,965 million at March 31, 2023 to ¥16,279,098 million at March 31, 2024, primarily due to increases in retained earnings, other reserves and equity attributable to other equity instruments holders.

## Operating Results

The following table presents information as to our income, expenses and net profit for the fiscal years ended March 31, 2024 and 2023.

	For the fiscal year ended March 31,	
	2024	2023
	(In millions, except per share data)	
Interest income	¥5,944,398	¥3,696,076
Interest expense	4,053,635	1,941,006
Net interest income	1,890,763	1,755,070
Fee and commission income	1,469,847	1,262,734
Fee and commission expense	233,715	222,920
Net fee and commission income	1,236,132	1,039,814
Net trading income	349,520	626,043
Net income from financial assets and liabilities at fair value through profit or loss	323,217	173,311
Net investment income	29,844	15,611
Other income	119,597	180,827
<b>Total operating income</b>	<b>3,949,073</b>	<b>3,790,676</b>
Impairment charges on financial assets	205,096	148,464
<b>Net operating income</b>	<b>3,743,977</b>	<b>3,642,212</b>
General and administrative expenses	2,229,701	1,965,417
Other expenses	466,857	502,347
<b>Operating expenses</b>	<b>2,696,558</b>	<b>2,467,764</b>
Share of post-tax profit of associates and joint ventures	160,370	87,428
<b>Profit before tax</b>	<b>1,207,789</b>	<b>1,261,876</b>
Income tax expense	312,039	326,027
<b>Net profit</b>	<b>¥ 895,750</b>	<b>¥ 935,849</b>
Profit attributable to:		
Shareholders of Sumitomo Mitsui Financial Group, Inc.	¥ 873,346	¥ 911,831
Non-controlling interests	8,641	12,708
Other equity instruments holders	13,763	11,310
Earnings per share:		
Basic	¥ 657.13	¥ 668.12
Diluted	656.94	667.89

Total operating income increased by ¥158,397 million, or 4 %, from ¥3,790,676 million for the fiscal year ended March 31, 2023 to ¥3,949,073 million for the fiscal year ended March 31, 2024, primarily due to increases in net interest income of ¥135,693 million, net fee and commission income of ¥196,318 million, and net income

from financial assets and liabilities at fair value through profit or loss of ¥149,906 million, which were partially offset by a decrease in net trading income of ¥276,523 million. Although impairment charges on financial assets increased, net operating income also increased by ¥101,765 million from ¥3,642,212 million for the fiscal year ended March 31, 2023 to ¥3,743,977 million for the fiscal year ended March 31, 2024.

Net profit decreased by ¥40,099 million from ¥935,849 million for the fiscal year ended March 31, 2023 to ¥895,750 million for the fiscal year ended March 31, 2024, as a result of an increase in general and administrative expenses, which was partially offset by the increase in net operating income described above.

### ***Net Interest Income***

The following tables show the average balances of our statement of financial position items, related interest income, interest expense, net interest income and average rates for the fiscal years ended March 31, 2024 and 2023.

	For the fiscal year ended March 31,					
	2024			2023		
	Average balance <sup>(3)</sup>	Interest income	Average rate	Average balance <sup>(3)</sup>	Interest income	Average rate
	(In millions, except percentages)					
<b>Interest-earning assets:</b>						
Interest-earning deposits with banks:						
Domestic offices . . . . .	¥ 773,938	¥ 7,039	0.91%	¥ 825,919	¥ 8,889	1.08%
Foreign offices . . . . .	11,070,392	572,765	5.17%	10,400,549	300,815	2.89%
Total . . . . .	11,844,330	579,804	4.90%	11,226,468	309,704	2.76%
Call loans and bills bought, reverse repurchase agreements and cash collateral on securities borrowed:						
Domestic offices . . . . .	11,379,074	79,841	0.70%	11,158,315	27,777	0.25%
Foreign offices . . . . .	8,536,516	328,524	3.85%	6,192,287	102,839	1.66%
Total . . . . .	19,915,590	408,365	2.05%	17,350,602	130,616	0.75%
Investment securities <sup>(1)</sup> :						
Domestic offices . . . . .	18,289,128	236,610	1.29%	18,999,935	82,984	0.44%
Foreign offices . . . . .	7,843,093	257,098	3.28%	6,051,591	135,027	2.23%
Total . . . . .	26,132,221	493,708	1.89%	25,051,526	218,011	0.87%
Loans and advances <sup>(2)</sup> :						
Domestic offices . . . . .	69,795,241	1,203,417	1.72%	66,849,437	1,002,229	1.50%
Foreign offices . . . . .	47,182,431	3,259,104	6.91%	46,551,468	2,035,516	4.37%
Total . . . . .	116,977,672	4,462,521	3.81%	113,400,905	3,037,745	2.68%
Total interest-earning assets:						
Domestic offices . . . . .	100,237,381	1,526,907	1.52%	97,833,606	1,121,879	1.15%
Foreign offices . . . . .	74,632,432	4,417,491	5.92%	69,195,895	2,574,197	3.72%
Total . . . . .	¥174,869,813	¥5,944,398	3.40%	¥167,029,501	¥3,696,076	2.21%

For the fiscal year ended March 31,						
2024			2023			
Average balance <sup>(3)</sup>	Interest expense	Average rate	Average balance <sup>(3)</sup>	Interest expense	Average rate	
(In millions, except percentages)						
<b>Interest-bearing liabilities:</b>						
Deposits:						
Domestic offices . . . . .	¥103,168,004	¥ 217,776	0.21%	¥101,243,116	¥ 99,999	0.10%
Foreign offices . . . . .	41,198,120	1,955,469	4.75%	38,080,063	968,751	2.54%
Total . . . . .	144,366,124	2,173,245	1.51%	139,323,179	1,068,750	0.77%
Call money and bills sold, repurchase agreements and cash collateral on securities lent:						
Domestic offices . . . . .	12,475,833	360,268	2.89%	11,764,350	108,498	0.92%
Foreign offices . . . . .	8,390,852	448,131	5.34%	7,620,598	190,693	2.50%
Total . . . . .	20,866,685	808,399	3.87%	19,384,948	299,191	1.54%
Borrowings and other interest-bearing liabilities:						
Domestic offices . . . . .	16,314,414	112,145	0.69%	16,888,382	67,692	0.40%
Foreign offices . . . . .	1,480,614	85,426	5.77%	1,152,211	58,928	5.11%
Total . . . . .	17,795,028	197,571	1.11%	18,040,593	126,620	0.70%
Debt securities in issue:						
Domestic offices . . . . .	10,362,345	609,554	5.88%	9,129,232	314,173	3.44%
Foreign offices . . . . .	2,443,321	131,215	5.37%	2,564,817	59,140	2.31%
Total . . . . .	12,805,666	740,769	5.78%	11,694,049	373,313	3.19%
Premiums for deposit insurance and others:						
Domestic offices . . . . .	—	26,579	—	—	20,696	—
Foreign offices . . . . .	—	107,072	—	—	52,436	—
Total . . . . .	—	133,651	—	—	73,132	—
Total interest-bearing liabilities:						
Domestic offices . . . . .	142,320,596	1,326,322	0.93%	139,025,080	611,058	0.44%
Foreign offices . . . . .	53,512,907	2,727,313	5.10%	49,417,689	1,329,948	2.69%
Total . . . . .	¥195,833,503	¥4,053,635	2.07%	¥188,442,769	¥1,941,006	1.03%
<b>Net interest income and interest rate spread . . . . .</b>						
		¥1,890,763	1.33%		¥1,755,070	1.18%

- (1) Taxable investment securities and non-taxable investment securities are not disclosed separately because the aggregate effect of these average balances and interest income would not be material. In addition, the yields on tax-exempt obligations have not been calculated on a tax equivalent basis because the effect of such calculation would not be material.
- (2) Loans and advances include impaired loans and advances. The amortized portion of net loan origination fees (costs) is included in interest income on loans and advances.
- (3) Average balances are generally based on a daily average. Weekly, month-end or quarter-end averages are used for certain average balances where it is not practical to obtain applicable daily averages. The allocations of amounts between domestic and foreign are based on the location of the office.



The following tables show changes in our interest income, interest expense and net interest income based on changes in volume and changes in rate for the fiscal year ended March 31, 2024 compared to the fiscal year ended March 31, 2023.

Fiscal year ended March 31, 2024 compared to fiscal year ended March 31, 2023 Increase / (decrease)			
	Volume	Rate	Net change
	(In millions)		
<b>Interest income:</b>			
Interest-earning deposits with banks:			
Domestic offices . . . . .	¥ (536)	¥ (1,314)	¥ (1,850)
Foreign offices . . . . .	20,511	251,439	271,950
Total . . . . .	19,975	250,125	270,100
Call loans and bills bought, reverse repurchase agreements and cash collateral on securities borrowed:			
Domestic offices . . . . .	563	51,501	52,064
Foreign offices . . . . .	50,361	175,324	225,685
Total . . . . .	50,924	226,825	277,749
Investment securities:			
Domestic offices . . . . .	(3,242)	156,868	153,626
Foreign offices . . . . .	47,212	74,859	122,071
Total . . . . .	43,970	231,727	275,697
Loans and advances:			
Domestic offices . . . . .	45,684	155,504	201,188
Foreign offices . . . . .	27,938	1,195,650	1,223,588
Total . . . . .	73,622	1,351,154	1,424,776
Total interest income:			
Domestic offices . . . . .	42,469	362,559	405,028
Foreign offices . . . . .	146,022	1,697,272	1,843,294
Total . . . . .	¥188,491	¥2,059,831	¥2,248,322

Fiscal year ended March 31, 2024 compared to fiscal year ended March 31, 2023 Increase / (decrease)			
	Volume	Rate	Net change
		(In millions)	
<b>Interest expense:</b>			
Deposits:			
Domestic offices	¥ 1,961	¥ 115,816	¥ 117,777
Foreign offices	85,126	901,592	986,718
Total	87,087	1,017,408	1,104,495
Call money and bills sold, repurchase agreements and cash collateral on securities lent:			
Domestic offices	6,931	244,839	251,770
Foreign offices	21,044	236,394	257,438
Total	27,975	481,233	509,208
Borrowings and other interest-bearing liabilities:			
Domestic offices	(2,370)	46,823	44,453
Foreign offices	18,273	8,225	26,498
Total	15,903	55,048	70,951
Debt securities in issue:			
Domestic offices	35,548	259,833	295,381
Foreign offices	(6,304)	78,379	72,075
Total	29,244	338,212	367,456
Premiums for deposit insurance and others:			
Domestic offices	5,883	—	5,883
Foreign offices	54,636	—	54,636
Total	60,519	—	60,519
Total interest expense:			
Domestic offices	47,953	667,311	715,264
Foreign offices	172,775	1,224,590	1,397,365
Total	¥220,728	¥1,891,901	¥2,112,629
<b>Net interest income:</b>			
Domestic offices	¥ (5,484)	¥ (304,752)	¥ (310,236)
Foreign offices	(26,753)	472,682	445,929
Total	¥(32,237)	¥ 167,930	¥ 135,693

### *Interest Income*

Our interest income increased by ¥2,248,322 million, or 61% from ¥3,696,076 million for the fiscal year ended March 31, 2023 to ¥5,944,398 million for the fiscal year ended March 31, 2024. This increase was primarily due to an increase in interest on loans and advances of ¥1,424,776 million, or 47%. Interest income on loans and advances increased by ¥201,188 million, or 20% at domestic offices and by ¥1,223,588 million, or 60% at foreign offices. The increase at domestic offices was primarily due to an increase in the average rate of loans, reflecting an increase in loans with higher interest rates such as LBO financing, although this was partially offset by repayments of loans such as consumer housing loans with higher interest rates which had been extended in the past. The increase at foreign offices was primarily due to an increase in the average rate of loans, reflecting increases in the market interest rate as well as the interest rate spread through the expansion of high-margin assets and the reduction of low-margin assets.

### *Interest Expense*

Our interest expense increased by ¥2,112,629 million, or 109%, from ¥1,941,006 million for the fiscal year ended March 31, 2023 to ¥4,053,635 million for the fiscal year ended March 31, 2024, primarily due to an increase in interest expenses on deposits. Our interest expense on deposits increased by ¥1,104,495 million, or 103%, from ¥1,068,750 million for the fiscal year ended March 31, 2023 to ¥2,173,245 million for the fiscal year ended March 31, 2024, primarily due to an increase in the average rate of deposit, reflecting an increase in the market interest rate.

### *Net Interest Income*

Our net interest income increased by ¥135,693 million, or 8%, from ¥1,755,070 million for the fiscal year ended March 31, 2023 to ¥1,890,763 million for the fiscal year ended March 31, 2024. This was primarily due to an increase in the average rate on interest-earning assets at foreign offices, mainly loans and advances, but offset by an increase in the average rate on interest-bearing liabilities at foreign offices, mainly deposits.

From the fiscal year ended March 31, 2023 to March 31, 2024, the average rate on loans and advances at domestic offices increased by 0.22 percentage points from 1.50% to 1.72%. The average rate on loans and advances at foreign offices increased by 2.54 percentage points from 4.37% to 6.91%, resulting in the total for loans and advances increasing by 1.13 percentage points from 2.68% to 3.81%. On the other hand, the average rate on deposits increased by 0.74 percentage points from 0.77% to 1.51%, primarily due to an increase in the average rate on deposits at foreign offices by 2.21 percentage points from 2.54% to 4.75%.

### *Net Fee and Commission Income*

The following table sets forth our net fee and commission income for the periods shown.

	<b>For the fiscal year ended March 31,</b>	
	<b>2024</b>	<b>2023</b>
	<b>(In millions)</b>	
<b>Fee and commission income from:</b>		
Loans .....	¥ 160,758	¥ 145,078
Credit card business .....	432,983	380,345
Guarantees .....	82,323	71,612
Securities-related business .....	196,019	119,403
Deposits .....	18,437	18,230
Remittances and transfers .....	152,121	146,507
Safe deposits .....	4,321	4,228
Trust fees .....	8,195	6,753
Investment trusts .....	166,532	144,940
Agency .....	9,538	9,368
Others .....	238,620	216,270
Total fee and commission income .....	<u>1,469,847</u>	<u>1,262,734</u>
<b>Fee and commission expense from:</b>		
Remittances and transfers .....	30,197	28,885
Others .....	203,518	194,035
Total fee and commission expense .....	<u>233,715</u>	<u>222,920</u>
Net fee and commission income .....	<u>¥ 1,236,132</u>	<u>¥ 1,039,814</u>

Fee and commission income increased by ¥207,113 million, or 16%, from ¥1,262,734 million for the fiscal year ended March 31, 2023 to ¥1,469,847 million for the fiscal year ended March 31, 2024. Primary sources of fee and commission income are fees obtained through our credit card business, fees and commissions obtained

though securities-related business, fees and commissions obtained through investment trusts, loan transaction fees, and remittance and transfer fees. The increase in fee and commission income was primarily due to an increase in fees obtained through our securities-related business, reflecting a growing investment appetite in wealth management, and an increase in fees obtained through our credit card business, reflecting the increase in cashless payments.

Fee and commission expense was ¥233,715 million for the fiscal year ended March 31, 2024, increased by ¥10,795 million from ¥222,920 million for the fiscal year ended March 31, 2023.

As a result, net fee and commission income increased by ¥196,318 million from ¥1,039,814 million for the fiscal year ended March 31, 2023 to ¥1,236,132 million for the fiscal year ended March 31, 2024.

***Net Income from Trading, Financial Assets and Liabilities at Fair Value Through Profit or Loss and Investment Securities***

The following table sets forth our net income from trading, financial assets and liabilities at fair value through profit or loss and investment securities for the periods shown.

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
<b>Net trading income:</b>		
Interest rate .....	¥ 179,954	¥ 351,815
Foreign exchange .....	148,064	317,203
Equity .....	26,626	(40,691)
Credit .....	(4,668)	(3,902)
Others .....	(456)	1,618
Total net trading income .....	¥ 349,520	¥ 626,043
<b>Net income from financial assets and liabilities at fair value through profit or loss:</b>		
Net income from financial assets mandatorily at fair value through profit or loss:		
Net income from debt instruments .....	¥ 328,657	¥ 115,291
Net income from equity instruments .....	6,062	1,439
Net income (loss) from financial liabilities designated at fair value through profit or loss .....	(11,502)	56,581
Total net income from financial assets and liabilities at fair value through profit or loss .....	¥ 323,217	¥ 173,311
<b>Net investment income:</b>		
Net loss from disposal of debt instruments .....	¥ (85,823)	¥ (89,150)
Dividend income .....	115,667	104,761
Total net investment income .....	¥ 29,844	¥ 15,611

Net trading income, which includes income and losses from trading assets and liabilities and derivative financial instruments, decreased by ¥276,523 million from ¥626,043 million for the fiscal year ended March 31, 2023 to ¥349,520 million for the fiscal year ended March 31, 2024. The decrease was primarily due to a decrease in net trading income from interest rate related transactions and foreign exchange transactions.

We have carried out hedging transactions mainly to hedge the interest rate risk of financial assets and liabilities and the foreign exchange risk of foreign currency denominated assets and liabilities. Of those hedges, economic hedges are economically effective for risk management but are not accounted for as hedge accounting under IFRS.

As for the economic hedges against interest rate risk, hedged items include loans and deposits and hedging instruments are derivative financial instruments such as interest rate swaps. As for the economic hedges against foreign exchange risk, hedged items are foreign currency denominated assets and liabilities and hedging instruments are currency derivatives. Economic hedge transactions may lead to accounting mismatches (i.e., when the gains or losses on the hedged items and hedging instruments do not arise at the same time, or the hedged items and hedging instruments do not offset each other either in profit or loss, or in other comprehensive income), and may result in significant fluctuations in net trading income.

Net income from financial assets and liabilities at fair value through profit or loss increased by ¥149,906 million from a net income of ¥173,311 million for the fiscal year ended March 31, 2023 to a net income of ¥323,217 million for the fiscal year ended March 31, 2024. This was primarily due to an increase in net gains from changes in the fair value of equity index-linked investment trusts, which was partially offset by a decrease in net gains from changes in the fair value of debt securities in issue designated at fair value through profit or loss.

Net investment income increased by ¥14,233 million from ¥15,611 million for the fiscal year ended March 31, 2023 to ¥29,844 million for the fiscal year ended March 31, 2024. This was primarily due to an increase in dividend from publicly traded Japanese stocks.

### ***Impairment Charges on Financial Assets***

The following table sets forth our impairment charges (reversals) on financial assets for the periods shown.

		<b>For the fiscal year ended March 31,</b>	
		<b>2024</b>	<b>2023</b>
		<b>(In millions)</b>	
Loans and advances . . . . .	¥	222,894	¥ 138,176
Loan commitments . . . . .		(13,875)	8,016
Financial guarantees . . . . .		(3,923)	2,272
Total impairment charges on financial assets . . . . .	¥	205,096	¥ 148,464

Our impairment charges on financial assets consist of losses relating to loans and advances, loan commitments and financial guarantee contracts. Impairment charges on these financial assets are mainly affected by the economic environment and financial conditions of borrowers.

Impairment charges on financial assets increased by ¥56,632 million from ¥148,464 million for the fiscal year ended March 31, 2023 to ¥205,096 million for the fiscal year ended March 31, 2024. The increase was primarily due to an increase in the provision for loan losses related to some large corporate borrowers and the expansion of the business of our consumer finance subsidiaries. For detailed information on provision for loan losses, see “—Financial Condition—Allowance for Loan Losses.”

### ***General and Administrative Expenses***

The following table sets forth our general and administrative expenses for the periods shown.

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Personnel expenses	¥ 1,028,875	¥ 922,452
Depreciation and amortization	276,534	262,702
Building and maintenance expenses	8,992	7,847
Supplies expenses	17,101	14,571
Communication expenses	31,650	31,182
Publicity and advertising expenses	172,807	143,500
Taxes and dues	100,428	84,020
Outsourcing expenses	144,994	123,293
Office equipment expenses	81,430	70,151
Others	366,890	305,699
Total general and administrative expenses	¥ 2,229,701	¥ 1,965,417

General and administrative expenses increased by ¥264,284 million, or 13%, from ¥1,965,417 million for the fiscal year ended March 31, 2023 to ¥2,229,701 million for the fiscal year ended March 31, 2024. The increase was primarily due to the higher marketing costs in our credit card business, which is successfully increasing new customers, an increase in investment in employees and system development both domestically and globally based on our growth strategies for the future, the effects of inflation and the impact of the depreciation of the yen on our foreign operations.

### ***Share of Post-tax Profit of Associates and Joint Ventures***

Share of post-tax profit of associates and joint ventures increased by ¥72,942 million from ¥87,428 million for the fiscal year ended March 31, 2023 to ¥160,370 million for the fiscal year ended March 31, 2024. This was primarily because SMBC Aviation Capital Limited, our equity-method associate, recognized a gain upon receipt of cash insurance settlement proceeds in respect of previously leased aircraft.

### ***Income Tax Expense***

Income tax expense decreased by ¥13,988 million from ¥326,027 million for the fiscal year ended March 31, 2023 to ¥312,039 million for the fiscal year ended March 31, 2024. The decrease was primarily due to an increase in deferred tax benefit related to derivative financial instruments, which was partially offset by an increase in current income tax expense resulting from an increase in taxable income.

### **Business Segment Analysis**

Our business segment information is prepared based on the internal reporting system utilized by our management to assess the performance of our business segments under Japanese GAAP.

We have four main business segments: the Wholesale Business Unit, the Retail Business Unit, the Global Business Unit and the Global Markets Business Unit, with the remaining operations recorded in Head office account and others.

Our organizational charts are provided in “Item 4.C. Organizational Structure.” Since figures reported to management are prepared under Japanese GAAP, the segment information does not agree to figures in the consolidated financial statements under IFRS. This difference is addressed in Note 4 “Segment Analysis—Reconciliation of Segmental Results of Operations to Consolidated Income Statements” to our consolidated financial statements included elsewhere in this annual report.



### Segmental Results of Operations

The following tables show our results of operations by business segment for the fiscal years ended March 31, 2024 and 2023. During the current year, changes were made to the allocation logic from the Head office account and others to other business segments in our managerial accounting, which became effective from April 1, 2023. The comparative information for the fiscal year ended March 31, 2023 has been represented on a consistent basis with that updated allocation logic and to eliminate the impact of factors such as changes in interest rates and exchange rates that may distort the comparison. The effects of the adjustments are included in the Head office account and others.

#### For the fiscal year ended March 31, 2024:

	Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others	Total
	(In billions)					
Consolidated gross profit <sup>(1)</sup> . . . . .	¥ 835.2	¥ 1,290.0	¥ 1,375.9	¥ 526.2	¥ (288.5)	¥ 3,738.8
General and administrative expenses . . . . .	(311.0)	(1,079.9)	(809.3)	(165.3)	114.9	(2,250.6)
Others <sup>(2)</sup> . . . . .	107.9	5.6	78.3	29.0	(148.8)	72.0
Consolidated net business profit . . . . .	¥ 632.1	¥ 215.7	¥ 644.9	¥ 389.9	¥ (322.4)	¥ 1,560.2

#### For the fiscal year ended March 31, 2023:

	Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others	Total
	(In billions)					
Consolidated gross profit <sup>(1)</sup> . . . . .	¥ 742.0	¥ 1,170.0	¥ 1,216.2	¥ 461.8	¥ (419.8)	¥ 3,170.2
General and administrative expenses . . . . .	(286.2)	(996.7)	(708.0)	(150.5)	192.2	(1,949.2)
Others <sup>(2)</sup> . . . . .	101.5	4.7	15.5	28.8	(95.1)	55.4
Consolidated net business profit . . . . .	¥ 557.3	¥ 178.0	¥ 523.7	¥ 340.1	¥ (322.7)	¥ 1,276.4

- (1) Consolidated gross profit = (Interest income – Interest expenses) + Trust fees + (Fee and commission income – Fee and commission expenses) + (Trading income – Trading losses) + (Other operating income – Other operating expenses).
- (2) “Others” includes share of profit or loss of equity-method associates and joint ventures and cooperated profit and loss, that is, profit and loss double counted within our business segments in the managerial accounting.

The following are explanations of our results of operations by business segment for the fiscal year ended March 31, 2024.

#### Wholesale Business Unit

Consolidated gross profit for the fiscal year ended March 31, 2024 was ¥835.2 billion and increased by ¥93.2 billion compared to the fiscal year ended March 31, 2023. This was primarily due to increases in interest income on loans and fees and commission income related to structured finance and security business.

General and administrative expenses for the fiscal year ended March 31, 2024 was ¥311.0 billion and increased by ¥24.8 billion compared to the fiscal year ended March 31, 2023.

Others for the fiscal year ended March 31, 2024 was ¥107.9 billion.

As a result, consolidated net business profit for the fiscal year ended March 31, 2024 was ¥632.1 billion and increased by ¥74.8 billion compared to the fiscal year ended March 31, 2023.

### ***Retail Business Unit***

Consolidated gross profit for the fiscal year ended March 31, 2024 was ¥1,290.0 billion and increased by ¥120.0 billion compared to the fiscal year ended March 31, 2023. This was primarily due to increases in income from the payment businesses of Sumitomo Mitsui Card and the wealth management businesses of SMBC Nikko Securities reflecting the recovery in the market environment.

General and administrative expenses for the fiscal year ended March 31, 2024 was ¥1,079.9 billion and increased by ¥83.2 billion compared to the fiscal year ended March 31, 2023. This was primarily due to an increase in the revenue-linked variable costs of Sumitomo Mitsui Card.

Others for the fiscal year ended March 31, 2024 was ¥5.6 billion.

As a result, consolidated net business profit for the fiscal year ended March 31, 2024 was ¥215.7 billion and increased by ¥37.7 billion compared to the fiscal year ended March 31, 2023.

### ***Global Business Unit***

Consolidated gross profit for the fiscal year ended March 31, 2024 was ¥1,375.9 billion and increased by ¥159.7 billion compared to the fiscal year ended March 31, 2023. This was primarily due to increases in interest on loans and loan-related fees.

General and administrative expenses for the fiscal year ended March 31, 2024 was ¥809.3 billion and increased by ¥101.3 billion compared to the fiscal year ended March 31, 2023. This was primarily due to increases in expenses related to overseas business development and enhancement of the governance system.

Others for the fiscal year ended March 31, 2024 was ¥78.3 billion and increased by ¥62.8 billion compared to the fiscal year ended March 31, 2023. This was because SMBC Aviation Capital Limited, our equity-method associate, recognized a gain upon receipt of cash insurance settlement proceeds in respect of previously leased aircraft.

As a result, consolidated net business profit for the fiscal year ended March 31, 2024 was ¥644.9 billion and increased by ¥121.2 billion compared to the fiscal year ended March 31, 2023.

### ***Global Markets Business Unit***

Consolidated gross profit for the fiscal year ended March 31, 2024 was ¥526.2 billion and increased by ¥64.4 billion compared to the fiscal year ended March 31, 2023. This was primarily due to nimble portfolio management and an increase in the sales and trading profits of SMBC Nikko Securities.

General and administrative expenses for the fiscal year ended March 31, 2024 was ¥165.3 billion and increased by ¥14.8 billion compared to the fiscal year ended March 31, 2023.

Others for the fiscal year ended March 31, 2024 was ¥29.0 billion.

As a result, consolidated net business profit for the fiscal year ended March 31, 2024 was ¥389.9 billion and increased by ¥49.8 billion compared to the fiscal year ended March 31, 2023.

## Financial Condition

### Assets

Our total assets increased by ¥23,584,599 million from ¥257,687,038 million at March 31, 2023 to ¥281,271,637 million at March 31, 2024. The increase was primarily due to an increase in loans and advances.

Our assets at March 31, 2024 and 2023 were as follows.

	At March 31,	
	2024	2023
	(In millions)	
Cash and deposits with banks	¥ 78,750,443	¥ 76,465,511
Call loans and bills bought	5,336,280	5,684,812
Reverse repurchase agreements and cash collateral on securities borrowed	14,148,667	11,024,084
Trading assets	6,512,061	4,585,915
Derivative financial instruments	9,909,272	8,649,947
Financial assets at fair value through profit or loss	2,376,129	1,488,239
Investment securities	30,149,837	27,595,598
Loans and advances	121,716,465	111,891,134
Investments in associates and joint ventures	1,552,645	1,141,250
Property, plant and equipment	1,347,093	1,832,241
Intangible assets	1,025,548	905,028
Other assets	8,327,942	6,167,202
Current tax assets	61,175	190,267
Deferred tax assets	58,080	65,810
Total assets	¥ 281,271,637	¥ 257,687,038

### Loans and Advances

Our main operating activity is the lending business. We make loans and extend other types of credit principally to corporate and individual customers in Japan and to corporate customers in foreign countries.

At March 31, 2024, our loans and advances were ¥121,716,465 million, or 43% of total assets, representing an increase of ¥9,825,331 million, or 9%, from ¥111,891,134 million at March 31, 2023. The increase in loans and advances to domestic customers was primarily due to our response to our domestic corporate customers' financing needs, such as early financing in anticipation of an increase in interest rates prior to the lifting of the negative interest rate policy by the Bank of Japan in March 2024, and large M&A financing. The increase in loans and advances to foreign customers was primarily due to the translation impact of the depreciation of the yen, which was partially offset by the reduction of low-margin assets and a decline in loan demand.

### Domestic

Through SMBC and other banking and non-bank subsidiaries, we make loans to a broad range of industrial, commercial and individual customers in Japan. The following table shows our outstanding loans and advances to customers whose domiciles are in Japan, classified by industry, before deducting the allowance for loan losses, and adjusting unearned income, unamortized premiums-net and deferred loan fees-net at the dates indicated.

	At March 31,	
	2024	2023
	(In millions)	
Manufacturing	¥ 11,280,268	¥ 10,654,680
Agriculture, forestry, fisheries and mining	243,528	379,701
Construction	1,107,013	949,426
Transportation, communications and public enterprises	6,320,575	6,464,350
Wholesale and retail	6,222,405	6,143,314
Finance and insurance	3,877,554	3,901,580
Real estate and goods rental and leasing	16,921,046	15,604,512
Services	5,449,640	4,896,764
Municipalities	573,667	687,606
Lease financing	48,492	12,712
Consumer <sup>(1)</sup>	16,426,993	15,886,487
Others <sup>(2)</sup>	2,691,225	2,109,447
Total domestic	¥ 71,162,406	¥ 67,690,579

(1) The balance in Consumer mainly consists of housing loans. The housing loan balances amounted to ¥11,008,530 million and ¥10,784,572 million at March 31, 2024 and 2023, respectively.

(2) The balance in Others includes loans and advances to the Government of Japan.

### Foreign

The following table shows the outstanding loans and advances to our customers whose domiciles are not in Japan, classified by industry, before deducting the allowance for loan losses, and adjusting unearned income, unamortized premiums-net and deferred loan fees-net at the dates indicated.

	At March 31,	
	2024	2023
	(In millions)	
Public sector	¥ 598,598	¥ 291,238
Financial institutions	10,874,863	9,283,249
Commerce and industry	33,669,222	30,369,262
Lease financing	276,063	295,199
Others	6,604,968	5,214,300
Total foreign	¥ 52,023,714	¥ 45,453,248

### Allowance for Loan Losses

We calculate the allowance for loan losses using the latest assignment of obligor grades (our internal credit rating) and supplementary data such as the borrowers' operating cash flows, realizable value of collateral and recent economic conditions.

For the fiscal year ended March 31, 2024, the allowance for loan losses increased by ¥114,886 million, or 13.3%, from ¥864,114 million at beginning of the period to ¥979,000 million at end of period.

The balance of the allowance for loan losses increases when a provision for loan losses is recognized and decreases when charge-offs are recognized through the sales of loans and write-offs. As we recorded a provision for loan losses of ¥222,894 million and charge-offs of ¥184,608 million for the fiscal year ended March 31, 2024, the provision for loan losses exceeded charge-offs and the overall allowance for loan losses increased.

The provision for loan losses increased by ¥84,718 million to ¥222,894 million for the fiscal year ended March 31, 2024 as compared to ¥138,176 million for the fiscal year ended March 31, 2023. The increase was primarily due to an increase in the provision for loan losses related to some large corporate borrowers and the expansion of the business of our consumer finance subsidiaries.

For the fiscal year ended March 31, 2024, for the Russian exposure, we evaluated the forward-looking impact on credit risks and losses based on factors such as the possibility that payment of principal or interest would be delayed or the request for loan restructuring would be made due to the prolonged impact of sanctions targeting Russia imposed by the Japanese government and authorities in several other jurisdictions, Russia's measures to defend its economy and mitigate the effect of sanctions, and a deterioration of the credit condition of Russia. In addition, we also considered the prolonged difficulty in collecting some of the repayment funds from Russian customers through remittances out of Russia due to the orders by the Russian authorities. For the high interest rates in foreign countries from the global monetary tightening, we evaluated the forward-looking impact on credit risks and losses in light of the increased interest payment burden on companies. For the changes in the domestic business environment, additional ECL adjustments included the consideration of the increasing material and labor costs, the termination of the government support measures and the lifting of the negative interest rate policy. We evaluated the forward-looking impact on credit risks and losses of certain industry-related portfolios selected based on changes in factors such as the market conditions and bankruptcy trends.

At March 31, 2024, our credit risk exposure to Russian borrowers was approximately ¥284 billion and the ECL for that exposure was ¥86,751 million. In addition, the additional ECL adjustments for the portfolios affected by the high interest rates in foreign countries due to the global monetary tightening and for the portfolios affected by the changes in the domestic business environment were ¥15,634 million and ¥14,004 million, respectively.

Charge-offs decreased by ¥125,676 million from the previous fiscal year to ¥184,608 million for the fiscal year ended March 31, 2024. Charge-offs of domestic loans and advances decreased by ¥131,402 million compared to the previous fiscal year to ¥128,072 million for the fiscal year ended March 31, 2024. Charge-offs of foreign loans and advances increased by ¥5,726 million compared to the previous fiscal year to ¥56,536 million for the fiscal year ended March 31, 2024.

The following tables show our allowance for loan losses for each of the periods indicated.

	At March 31, 2024			Total
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	
	(In millions)			
<b>Allowance for loan losses:</b>				
Balance at April 1, 2023	¥ 187,455	¥ 240,494	¥ 436,165	¥ 864,114
Net transfers between stages	(4,779)	(9,283)	14,062	—
Provision for loan losses	2,428	15,774	204,692	222,894
Charge-offs <sup>(1)</sup>	—	—	184,608	184,608
Recoveries	—	—	16,904	16,904
Net charge-offs	—	—	167,704	167,704
Others <sup>(2)</sup>	11,221	10,557	37,918	59,696
Balance at March 31, 2024	¥ 196,325	¥ 257,542	¥ 525,133	¥ 979,000

	At March 31, 2023			
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit- impaired	Total
	(In millions)			
<b>Allowance for loan losses:</b>				
Balance at April 1, 2022	¥ 162,919	¥ 247,020	¥ 583,115	¥ 993,054
Net transfers between stages	(11,154)	(10,157)	21,311	—
Provision (credit) for loan losses	29,264	(5,591)	114,503	138,176
Charge-offs <sup>(1)</sup>	—	—	310,284	310,284
Recoveries	—	—	16,948	16,948
Net charge-offs	—	—	293,336	293,336
Others <sup>(2)</sup>	6,426	9,222	10,572	26,220
Balance at March 31, 2023	¥ 187,455	¥ 240,494	¥ 436,165	¥ 864,114

(1) Charge-offs consist of the reduction of the allowance through the sales of loans and write-offs.

(2) Others mainly include foreign exchange translations for the fiscal years ended March 31, 2024 and 2023.

### ***Impaired Loans and Advances***

A portion of the total domestic and foreign loans and advances consists of impaired loans and advances, which are comprised of “potentially bankrupt, virtually bankrupt and bankrupt (loans and advances),” “past due three months or more (loans),” “restructured (loans)” and “other impaired (loans and advances).” The loans and advances for which management has serious doubts about the ability of the borrowers to comply in the near future with the repayment terms are wholly included in impaired loans and advances.

“Potentially bankrupt, virtually bankrupt and bankrupt (loans and advances)” comprise loans and advances to borrowers that are perceived to have a high risk of falling into bankruptcy, may not have been legally or formally declared bankrupt but are essentially bankrupt, or have been legally or formally declared bankrupt.

Loans classified as “past due three months or more (loans)” represent those loans that are three months or more past due as to principal or interest, which are not included in “potentially bankrupt, virtually bankrupt and bankrupt (loans and advances).”

The category “restructured (loans)” comprises loans not included above for which the terms of the loans have been modified to grant concessions because of problems with the borrower.

“Other impaired (loans and advances)” represent impaired loans and advances, which are not included in “potentially bankrupt, virtually bankrupt and bankrupt (loans and advances),” “past due three months or more (loans),” or “restructured (loans),” but are classified by management as impaired loans and advances due to certain information about credit problems.



The following table shows the distribution of impaired loans and advances by “potentially bankrupt, virtually bankrupt and bankrupt (loans and advances),” “past due three months or more (loans),” “restructured (loans)” and “other impaired (loans and advances)” at March 31, 2024 and 2023 classified by domicile and type of industry of the borrowers. At March 31, 2024, gross impaired loans and advances were ¥1,338,444 million, an increase of ¥167,782 million from ¥1,170,662 million at March 31, 2023. The ratio of gross impaired loans and advances to the outstanding loans and advances before deducting the allowance for loan losses, and adjusting unearned income, unamortized premiums-net and deferred loan fees-net was 1.1% at March 31, 2024, an increase of 0.1 percentage points from 1.0% at March 31, 2023.

	At March 31,	
	2024	2023
	(In millions)	
<b>Potentially bankrupt, virtually bankrupt and bankrupt (loans and advances):</b>		
Domestic:		
Manufacturing . . . . .	¥ 87,636	¥ 47,760
Agriculture, forestry, fisheries and mining . . . . .	1,939	2,415
Construction . . . . .	6,733	7,085
Transportation, communications and public enterprises . . . . .	29,069	47,951
Wholesale and retail . . . . .	75,109	55,636
Finance and insurance . . . . .	148	1,412
Real estate and goods rental and leasing . . . . .	25,541	30,191
Services . . . . .	135,939	78,124
Consumer . . . . .	135,310	128,853
Others . . . . .	8,887	6,539
Total domestic . . . . .	506,311	405,966
Foreign:		
Financial institutions . . . . .	10,254	18,048
Commerce and industry . . . . .	388,047	281,326
Others . . . . .	70,674	31,609
Total foreign . . . . .	468,975	330,983
Total . . . . .	975,286	736,949
<b>Past due three months or more (loans):</b>		
Domestic . . . . .	47,350	29,589
Foreign . . . . .	26,954	3,962
Total . . . . .	74,304	33,551
<b>Restructured (loans):</b>		
Domestic . . . . .	196,398	199,370
Foreign . . . . .	43,680	94,443
Total . . . . .	240,078	293,813
<b>Other impaired (loans and advances):</b>		
Domestic . . . . .	39,041	103,206
Foreign . . . . .	9,735	3,143
Total . . . . .	48,776	106,349
Gross impaired loans and advances . . . . .	1,338,444	1,170,662
Less: Allowance for loan losses for impaired loans and advances . . . . .	(525,133)	(436,165)
Net impaired loans and advances . . . . .	¥ 813,311	¥ 734,497

In addition to the discussion in this section, see Note 46 “Financial Risk Management—Credit Risk” to our consolidated financial statements included elsewhere in this annual report.

### ***Investment Securities***

Our investment securities, including debt instruments at amortized cost, debt instruments at fair value through other comprehensive income and equity instruments at fair value through other comprehensive income, totaled ¥30,149,837 million at March 31, 2024, an increase of ¥2,554,239 million, or 9%, from ¥27,595,598 million at March 31, 2023. The increase in our investment securities was primarily due to increases in our holdings of U.S. Treasury and other U.S. government agency bonds, bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds and mortgage-backed securities, which was partially offset by a decrease in our holdings of Japanese government bonds.

Our bond portfolio is principally held for asset and liability management purposes. It mostly consisted of Japanese government bonds, U.S. Treasury securities and bonds issued or guaranteed by foreign governments, government agencies or official institutions.

Our debt instruments at amortized cost amounted to ¥316,392 million at March 31, 2024, an increase of ¥80,825 million, or 34%, from ¥235,567 million at March 31, 2023, primarily due to increases in our holdings of Japanese municipal bonds and Japanese corporate bonds.

Domestic debt instruments at fair value through other comprehensive income amounted to ¥9,395,945 million at March 31, 2024, a decrease of ¥2,215,016 million, or 19%, from ¥11,610,961 million at March 31, 2023. The decrease was primarily due to a decrease in our holdings of Japanese government bonds. As for our foreign debt instruments at fair value through other comprehensive income, we had ¥14,620,239 million at March 31, 2024, which was an increase of ¥3,419,777 million, or 31%, from ¥11,200,462 million at March 31, 2023. Most of our foreign debt instruments, including mortgage-backed securities, are issued or guaranteed by foreign governments, government agencies or official institutions. The increase was primarily due to increases in our holdings of U.S. Treasury and other U.S. government agency bonds, bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds and mortgage-backed securities. Net unrealized losses on our foreign debt instruments amounted to ¥721,334 million at March 31, 2024, as compared to net unrealized losses of ¥700,206 million at March 31, 2023. This was primarily due to a decline in the fair value of the foreign debt instruments held, reflecting a rise in U.S. interest rates.

We had ¥4,398,910 million of domestic equity instruments and ¥1,418,351 million of foreign equity instruments at March 31, 2024, for which we made an irrevocable election at initial recognition to present subsequent changes in fair value in other comprehensive income under IFRS 9 “Financial Instruments.” Our domestic equity instruments, which consisted principally of publicly traded Japanese stocks and included common and preferred stocks issued by our customers, increased by ¥810,946 million, or 23%, from ¥3,587,964 million at March 31, 2023 to ¥4,398,910 million at March 31, 2024. Net unrealized gains on our domestic equity instruments increased by ¥946,887 million, or 42%, from ¥2,250,969 million at March 31, 2023 to ¥3,197,856 million at March 31, 2024. The increase was primarily due to an increase in the fair value of publicly traded Japanese stocks. Net unrealized gains on our foreign equity instruments increased by ¥411,862 million, or 59%, from ¥697,032 million at March 31, 2023 to ¥1,108,894 million at March 31, 2024, mainly reflecting favorable conditions in overseas stock markets.

We have no transactions pursuant to repurchase agreements, securities lending transactions or other transactions involving the transfer of financial assets with an obligation to repurchase such transferred assets that are treated as sales for accounting purposes.

The following tables show the amortized cost, gross unrealized gains and losses, and fair value of our investment securities, which are classified as debt instruments at amortized cost, debt instruments at fair value through other comprehensive income and equity instruments at fair value through other comprehensive income at March 31, 2024 and 2023.

		At March 31, 2024			
		Amortized cost <sup>(1)</sup>	Gross unrealized gains	Gross unrealized losses	Fair value
		(In millions)			
<b>Debt instruments at amortized cost:</b>					
Domestic:					
Japanese government bonds . . . . .	¥	78,561	¥ —	¥ 466	¥ 78,095
Japanese municipal bonds . . . . .		142,557	28	966	141,619
Japanese corporate bonds . . . . .		12,977	14	15	12,976
Total domestic . . . . .		234,095	42	1,447	232,690
Foreign:					
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .		77,578	204	126	77,656
Mortgage-backed securities . . . . .		2,703	16	10	2,709
Other debt instruments . . . . .		2,016	6	—	2,022
Total foreign . . . . .		82,297	226	136	82,387
Total . . . . .	¥	316,392	¥ 268	¥ 1,583	¥ 315,077
<b>Debt instruments at fair value through other comprehensive income:</b>					
Domestic:					
Japanese government bonds . . . . .	¥	7,601,999	¥ 88	¥ 54,710	¥ 7,547,377
Japanese municipal bonds . . . . .		1,075,879	1	22,548	1,053,332
Japanese corporate bonds . . . . .		823,255	2	28,337	794,920
Other debt instruments . . . . .		316	—	—	316
Total domestic . . . . .		9,501,449	91	105,595	9,395,945
Foreign:					
U.S. Treasury and other U.S. government agency bonds . . . . .		6,505,963	2,207	446,045	6,062,125
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .		4,244,042	6,174	105,881	4,144,335
Mortgage-backed securities . . . . .		3,725,055	13,290	192,780	3,545,565
Other debt instruments . . . . .		866,513	2,460	759	868,214
Total foreign . . . . .		15,341,573	24,131	745,465	14,620,239
Total . . . . .	¥	24,843,022	¥ 24,222	¥ 851,060	¥ 24,016,184
<b>Equity instruments at fair value through other comprehensive income:</b>					
Domestic equity instruments . . . . .	¥	1,201,054	¥ 3,216,866	¥ 19,010	¥ 4,398,910
Foreign equity instruments . . . . .		309,457	1,154,722	45,828	1,418,351
Total . . . . .	¥	1,510,511	¥ 4,371,588	¥ 64,838	¥ 5,817,261

		At March 31, 2023			
		Amortized cost <sup>(1)</sup>	Gross unrealized gains	Gross unrealized losses	Fair value
		(In millions)			
<b>Debt instruments at amortized cost:</b>					
Domestic:					
Japanese government bonds . . . . .	¥	72,549	¥	2	¥ 72,519
Japanese municipal bonds . . . . .		93,044		113	92,689
Total domestic . . . . .		165,593		500	165,208
Foreign:					
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .		68,121		375	68,446
Other debt instruments . . . . .		1,853		34	1,887
Total foreign . . . . .		69,974		409	70,333
Total . . . . .	¥	235,567	¥	524	¥ 235,541
<b>Debt instruments at fair value through other comprehensive income:</b>					
Domestic:					
Japanese government bonds . . . . .	¥	9,612,190	¥	2,449	¥ 9,576,298
Japanese municipal bonds . . . . .		1,106,862		10	1,087,625
Japanese corporate bonds . . . . .		963,913		187	946,726
Other debt instruments . . . . .		312		—	312
Total domestic . . . . .		11,683,277		2,646	11,610,961
Foreign:					
U.S. Treasury and other U.S. government agency bonds . . . . .		5,690,346		3,377	5,232,456
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .		3,101,964		767	2,991,272
Mortgage-backed securities . . . . .		2,507,683		11,259	2,379,250
Other debt instruments . . . . .		600,675		547	597,484
Total foreign . . . . .		11,900,668		15,950	11,200,462
Total . . . . .	¥23,583,945		¥	18,596	¥22,811,423
<b>Equity instruments at fair value through other comprehensive income:</b>					
Domestic equity instruments . . . . .	¥	1,336,995	¥2,310,239	¥	59,270
Foreign equity instruments . . . . .		263,612			33,757
Total . . . . .	¥	1,600,607	¥3,041,028	¥	93,027
					¥ 4,548,608

(1) "Amortized cost" for equity instruments at fair value through other comprehensive income represents the difference between the fair value and gross unrealized gains or losses.

The following tables show the fair value and gross unrealized losses of our investment securities, aggregated by the length of time that the individual securities have been in a continuous unrealized loss position at March 31, 2024 and 2023.

At March 31, 2024						
Less than twelve months		Twelve months or more		Total		
Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	
(In millions)						
<b>Debt instruments at amortized cost:</b>						
Domestic:						
Japanese government bonds . . . . .	¥ 78,095	¥ 466	¥ —	¥ —	¥ 78,095	¥ 466
Japanese municipal bonds . . . . .	85,383	365	39,208	601	124,591	966
Japanese corporate bonds . . . . .	4,976	15	—	—	4,976	15
Total domestic . . . . .	168,454	846	39,208	601	207,662	1,447
Foreign:						
Bonds issued by governments and official institutions excluding U.S. Treasury and other						
U.S. government agency bonds . . .	5,848	64	16,035	62	21,883	126
Mortgage-backed securities . . . . .	1,551	10	—	—	1,551	10
Other debt instruments . . . . .	—	—	—	—	—	—
Total foreign . . . . .	7,399	74	16,035	62	23,434	136
Total . . . . .	¥ 175,853	¥ 920	¥ 55,243	¥ 663	¥ 231,096	¥ 1,583
<b>Debt instruments at fair value through other comprehensive income:</b>						
Domestic:						
Japanese government bonds . . . . .	¥ 5,904,315	¥ 3,219	¥ 1,623,290	¥ 51,491	¥ 7,527,605	¥ 54,710
Japanese municipal bonds . . . . .	14,505	23	1,038,729	22,525	1,053,234	22,548
Japanese corporate bonds . . . . .	26,442	176	735,491	28,161	761,933	28,337
Other debt instruments . . . . .	—	—	—	—	—	—
Total domestic . . . . .	5,945,262	3,418	3,397,510	102,177	9,342,772	105,595
Foreign:						
U.S. Treasury and other						
U.S. government agency bonds . . . .	2,120,207	25,473	3,658,559	420,572	5,778,766	446,045
Bonds issued by governments and official institutions excluding U.S. Treasury and other						
U.S. government agency bonds . . . .	2,041,737	3,911	494,944	101,970	2,536,681	105,881
Mortgage-backed securities . . . . .	1,236,761	10,088	1,062,246	182,692	2,299,007	192,780
Other debt instruments . . . . .	280,780	742	9,983	17	290,763	759
Total foreign . . . . .	5,679,485	40,214	5,225,732	705,251	10,905,217	745,465
Total . . . . .	¥11,624,747	¥ 43,632	¥ 8,623,242	¥ 807,428	¥20,247,989	¥851,060
<b>Equity instruments at fair value through other comprehensive income:</b>						
Domestic equity instruments . . . . .	¥ 5,672	¥ 549	¥ 33,095	¥ 18,461	¥ 38,767	¥ 19,010
Foreign equity instruments . . . . .	1,014	419	37,605	45,409	38,619	45,828
Total . . . . .	¥ 6,686	¥ 968	¥ 70,700	¥ 63,870	¥ 77,386	¥ 64,838

At March 31, 2023						
Less than twelve months			Twelve months or more		Total	
Fair value	Gross unrealized losses		Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
(In millions)						
<b>Debt instruments at amortized cost:</b>						
Domestic:						
Japanese government bonds . . . . .	¥ 67,522	¥ 32	¥ —	¥ —	¥ 67,522	¥ 32
Japanese municipal bonds . . . . .	37,976	81	25,355	387	63,331	468
Total domestic . . . . .	105,498	113	25,355	387	130,853	500
Foreign:						
Bonds issued by governments and official institutions excluding U.S. Treasury and other						
U.S. government agency bonds . .	6,290	50	—	—	6,290	50
Other debt instruments . . . . .	—	—	—	—	—	—
Total foreign . . . . .	6,290	50	—	—	6,290	50
Total . . . . .	¥ 111,788	¥ 163	¥ 25,355	¥ 387	¥ 137,143	¥ 550
<b>Debt instruments at fair value through other comprehensive income:</b>						
Domestic:						
Japanese government bonds . . . . .	¥ 1,862,342	¥ 240	¥ 2,371,765	¥ 38,101	¥ 4,234,107	¥ 38,341
Japanese municipal bonds . . . . .	26,288	386	1,031,020	18,861	1,057,308	19,247
Japanese corporate bonds . . . . .	51,747	884	728,026	16,490	779,773	17,374
Other debt instruments . . . . .	—	—	—	—	—	—
Total domestic . . . . .	1,940,377	1,510	4,130,811	73,452	6,071,188	74,962
Foreign:						
U.S. Treasury and other U.S. government agency bonds . . . . .	2,228,676	82,189	2,694,198	379,078	4,922,874	461,267
Bonds issued by governments and official institutions excluding U.S. Treasury and other						
U.S. government agency bonds . .	1,954,081	4,666	497,300	106,793	2,451,381	111,459
Mortgage-backed securities . . . . .	277,156	5,008	772,299	134,684	1,049,455	139,692
Other debt instruments . . . . .	239,798	1,362	132,854	2,376	372,652	3,738
Total foreign . . . . .	4,699,711	93,225	4,096,651	622,931	8,796,362	716,156
Total . . . . .	¥ 6,640,088	¥ 94,735	¥ 8,227,462	¥ 696,383	¥ 14,867,550	¥ 791,118
<b>Equity instruments at fair value through other comprehensive income:</b>						
Domestic equity instruments . . . . .	¥ 148,021	¥ 15,374	¥ 112,651	¥ 43,896	¥ 260,672	¥ 59,270
Foreign equity instruments . . . . .	55,586	28,578	7,413	5,179	62,999	33,757
Total . . . . .	¥ 203,607	¥ 43,952	¥ 120,064	¥ 49,075	¥ 323,671	¥ 93,027



### ***Trading Assets***

The following table shows our trading assets at March 31, 2024 and 2023. Our trading assets were ¥6,512,061 million at March 31, 2024, an increase of ¥1,926,146 million from ¥4,585,915 million at March 31, 2023. The increase was primarily due to an increase in our holdings of U.S. Treasury and other U.S. government agency bonds.

	At March 31,	
	2024	2023
	(In millions)	
Debt instruments . . . . .	¥ 5,674,162	¥ 4,229,845
Equity instruments . . . . .	837,899	356,070
Total trading assets . . . . .	<u>¥ 6,512,061</u>	<u>¥ 4,585,915</u>

### ***Financial Assets at Fair Value Through Profit or Loss***

The following table shows the fair value of our financial assets at fair value through profit or loss at March 31, 2024 and 2023. The fair value was ¥2,376,129 million at March 31, 2024, an increase of ¥887,890 million from ¥1,488,239 million at March 31, 2023. The increase was primarily due to an increase in our holdings of investment funds.

	At March 31,	
	2024	2023
	(In millions)	
Debt instruments . . . . .	¥ 2,293,049	¥ 1,392,889
Equity instruments . . . . .	83,080	95,350
Total financial assets at fair value through profit or loss . . . . .	<u>¥ 2,376,129</u>	<u>¥ 1,488,239</u>

### ***Liabilities***

Our total liabilities increased by ¥20,842,466 million from ¥244,150,073 million at March 31, 2023 to ¥264,992,539 million at March 31, 2024, primarily due to an increase in deposits.

The following table shows our liabilities at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
Deposits . . . . .	¥182,097,319	¥172,927,810
Call money and bills sold . . . . .	3,138,049	2,569,056
Repurchase agreements and cash collateral on securities lent . . . . .	20,166,958	17,786,026
Trading liabilities . . . . .	4,924,490	3,291,089
Derivative financial instruments . . . . .	11,877,473	10,496,855
Financial liabilities designated at fair value through profit or loss . . . . .	498,284	414,106
Borrowings . . . . .	16,107,158	15,371,801
Debt securities in issue . . . . .	14,075,084	11,984,994
Provisions . . . . .	231,319	247,344
Other liabilities . . . . .	11,025,782	8,703,413
Current tax liabilities . . . . .	170,284	41,649
Deferred tax liabilities . . . . .	680,339	315,930
Total liabilities . . . . .	<u>¥264,992,539</u>	<u>¥244,150,073</u>

## Deposits

We offer a wide range of standard banking accounts through the offices of our banking subsidiaries in Japan, including non-interest-bearing demand deposits, interest-bearing demand deposits, deposits at notice, time deposits and negotiable certificates of deposit. Domestic deposits, approximately 76% of total deposits, are our principal source of funds for our domestic operations. The deposits in the domestic offices of our banking subsidiaries are principally from individuals, private corporations, governmental bodies (including municipal authorities) and financial institutions.

SMBC's foreign offices accept deposits mainly in U.S. dollars, but also in yen and other currencies, and are active participants in the Euro-currency market as well as the United States domestic money market. Foreign deposits mainly consist of stable types of deposits, such as deposits at notice, time deposits, and negotiable certificates of deposit.

Our deposit balances at March 31, 2024 were ¥182,097,319 million, an increase of ¥9,169,509 million, or 5%, from ¥172,927,810 million at March 31, 2023, due to an increase in deposits at domestic offices as well as foreign offices. The increase in deposits at domestic offices was primarily due to increases in non-interest-bearing demand deposits and interest-bearing demand deposits, reflecting an increase in deposits from corporate and individual customers. The increase in deposits at foreign offices was primarily due to the translation impact of the depreciation of the yen.

The following table shows a breakdown of our domestic and foreign offices' deposits at the dates indicated.

	At March 31,	
	2024	2023
	(In millions)	
<b>Domestic offices:</b>		
Non-interest-bearing demand deposits	¥ 34,511,806	¥ 30,778,301
Interest-bearing demand deposits	74,426,922	70,401,409
Deposits at notice	690,015	828,110
Time deposits	16,551,537	17,245,011
Negotiable certificates of deposit	3,583,425	4,470,206
Others	8,500,540	9,058,983
Total domestic offices	138,264,245	132,782,020
<b>Foreign offices:</b>		
Non-interest-bearing demand deposits	3,027,357	2,771,762
Interest-bearing demand deposits	5,811,763	4,783,003
Deposits at notice	12,443,021	13,618,520
Time deposits	11,332,102	10,278,686
Negotiable certificates of deposit	11,088,851	8,555,350
Others	129,980	138,469
Total foreign offices	43,833,074	40,145,790
Total deposits	¥182,097,319	¥172,927,810

## Borrowings

Borrowings include unsubordinated borrowings, subordinated borrowings, liabilities associated with securitization transactions of our own assets, and lease liabilities. At March 31, 2024, our borrowings were ¥16,107,158 million, an increase of ¥735,357 million, or 5%, from ¥15,371,801 million at March 31, 2023. The increase was primarily due to an increase in unsubordinated borrowings.

The following table shows the balances with respect to our borrowings at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
Unsubordinated borrowings	¥ 14,356,932	¥ 13,532,217
Subordinated borrowings	159,427	186,218
Liabilities associated with securitization transactions	1,168,156	1,236,369
Lease liabilities	422,643	416,997
Total borrowings	<u>¥ 16,107,158</u>	<u>¥ 15,371,801</u>

### ***Debt Securities in Issue***

Debt securities in issue at March 31, 2024 were ¥14,075,084 million, an increase of ¥2,090,090 million, or 17%, from ¥11,984,994 million at March 31, 2023, primarily due to an increase in unsubordinated bonds.

	At March 31,	
	2024	2023
	(In millions)	
Commercial paper	¥ 3,324,405	¥ 2,585,889
Unsubordinated bonds	9,306,487	8,285,355
Subordinated bonds	1,444,192	1,113,750
Total debt securities in issue	<u>¥ 14,075,084</u>	<u>¥ 11,984,994</u>

For additional information, see Note 20 “Debt Securities in Issue” to our consolidated financial statements included elsewhere in this annual report, which sets forth summaries of debt securities in issue with their contractual interest rates and currencies.

In the normal course of business, we enter into contractual obligations that require future cash payments. “Item 5.B. Liquidity and Capital Resources — Contractual Obligations” sets forth a summary of our contractual cash obligations at March 31, 2024.

### ***Total Equity***

Our total equity increased by ¥2,742,133 million from ¥13,536,965 million at March 31, 2023 to ¥16,279,098 million at March 31, 2024, primarily due to increases in retained earnings, other reserves and equity attributable to other equity instruments holders. The increase in retained earnings mainly reflected our net profit. The increase in other reserves was primarily due to increases in the financial instruments at fair value through other comprehensive income reserve reflecting a rise in fair value of domestic equity instruments and the exchange differences on translating the foreign operations reserve reflecting the depreciation of the yen. The increase in equity attributable to other equity instruments holders was primarily due to the issuances of perpetual subordinated bonds qualified as Additional Tier 1 capital.

For more information, see Note 25 “Shareholders’ Equity” and Note 26 “Equity Attributable to Other Equity Instruments Holders” to our consolidated financial statements included elsewhere in this annual report.

	At March 31,	
	2024	2023
	(In millions)	
Capital stock	¥ 2,344,038	¥ 2,342,537
Capital surplus	663,265	645,774
Retained earnings	7,769,222	7,199,479
Treasury stock	(167,671)	(151,799)
Equity excluding other reserves	10,608,854	10,035,991
Other reserves	4,070,834	2,629,000
Equity attributable to shareholders of Sumitomo Mitsui Financial Group, Inc.	14,679,688	12,664,991
Non-controlling interests	137,066	106,172
Equity attributable to other equity instruments holders	1,462,344	765,802
Total equity	¥ 16,279,098	¥ 13,536,965

### Reconciliation with Japanese GAAP

Our consolidated financial statements are prepared in accordance with IFRS as summarized in Note 2 “Summary of Material Accounting Policies” to our consolidated financial statements included elsewhere in this annual report. These policies differ in some respects from Japanese GAAP. For reporting under the Financial Instruments and Exchange Act of Japan (“FIEA”) and Japanese banking regulations, we prepare our annual financial results in accordance with Japanese GAAP. To show the major reconciling items between our IFRS and Japanese GAAP consolidated financial statements, we have provided below, with respect to our most recent fiscal year, a reconciliation of consolidated net profit and total equity under IFRS with those amounts under Japanese GAAP.

	At and for the fiscal year ended March 31, 2024	
	Total equity	Net profit
	(In millions)	
IFRS	¥ 16,279,098	¥ 895,750
Differences arising from different accounting for:		
1. Scope of consolidation	93,591	(7,411)
2. Derivative financial instruments	(520,008)	111,589
3. Investment securities	(489,993)	43,390
4. Loans and advances	434,847	(2,444)
5. Investments in associates and joint ventures	239,217	20,174
6. Property, plant and equipment	(4,832)	(22,675)
7. Lease accounting	4,984	1,918
8. Defined benefit plans	370,144	53,840
9. Deferred tax assets	(70,839)	(6,576)
10. Foreign currency translation	—	32,232
11. Classification of equity and liability	(1,473,800)	(18,867)
Others	(101,019)	(77,186)
Tax effect of the above	38,578	(55,047)
Japanese GAAP	¥ 14,799,968	¥ 968,687

The explanations below summarize certain differences between IFRS and Japanese GAAP that may be material. The paragraphs below refer to the corresponding items as set forth in the table above.

## **1. Scope of consolidation**

Under Japanese GAAP, we consolidate an entity when we effectively control the decision-making body of the entity's operating and financing policies. Control is generally presumed to exist when we own more than half of the voting power, or own from 40% to 50% of the voting power and certain facts exist indicating control. Certain entities established for securitization are presumed not to be controlled. Under IFRS, we consolidate an entity when we control the entity. Control is generally presumed to exist when we are exposed, or have rights, to variable returns from our involvement with the entity and have the ability to affect those returns through our power over the entity. The existence and effect of potential voting rights that are deemed to be substantive are taken into account when assessing the control. When assessing control of an entity under IFRS, we apply a single consolidation model to all types of entities, irrespective of their nature. This results in a difference in the scope of consolidation between Japanese GAAP and IFRS. Most significantly, certain entities designed for special purpose such as securitization, usually in the form of trusts under the Trust Act of Japan, are not consolidated under Japanese GAAP but consolidated under IFRS. Accordingly, both the cumulative gains on transfers of financial assets to these securitization vehicles and amortization of our retained subordinate interest under Japanese GAAP were not recognized under IFRS due to consolidation of such vehicles.

## **2. Derivative financial instruments**

Under Japanese GAAP, an embedded derivative is separately accounted for when the host contract may suffer losses arising from the embedded derivative. Also, an entity may separately account for an embedded derivative if the entity manages it separately, even though the criteria for separation are not fully met. Under IFRS, when a hybrid contract contains a host that is not a financial asset, an embedded derivative is separated from the host contract and accounted for as a derivative if, and only if, its economic characteristics and risks are not closely related to those of the host contract. The separation of the embedded derivatives from the host contract is adjusted so as not to result in any gain or loss at initial recognition under IFRS. On the other hand, under IFRS, when a hybrid contract contains a host that is a financial asset, an embedded derivative is not separately accounted for from the host.

We apply hedge accounting under Japanese GAAP. However, the qualifying criteria for certain hedge accounting under IFRS are more rigorous than those under Japanese GAAP. Therefore, except for fair value hedge accounting and hedge accounting for net investments in foreign operations we apply under IFRS, the effects of hedge accounting under Japanese GAAP have been reversed under IFRS.

## **3. Investment securities**

Under Japanese GAAP, stocks and financial instruments similar to stocks that are not traded in an active market, such as unlisted stocks, are measured at cost if they are classified as available-for-sale, whereas, under IFRS, those are measured at fair values determined by using valuation techniques.

Under Japanese GAAP, the changes in fair value of available-for-sale financial assets are recognized in other comprehensive income and subsequently transferred to profit or loss on their disposal. Under IFRS, we made an irrevocable election for some equity instruments to present subsequent changes in fair value in other comprehensive income. The changes in fair value of those equity instruments presented in other comprehensive income are not subsequently transferred to profit or loss. Some available-for-sale financial assets under Japanese GAAP, including investment funds, are classified as financial assets measured at fair value through profit or loss, and therefore the changes in their fair values are recognized in profit or loss under IFRS.

## **4. Loans and advances**

Under Japanese GAAP, the allowance for loan losses is calculated based on credit assessments at the end of the reporting period. A collective allowance is calculated using historical loss experience based on historical

results according to the obligor grade, adding forward looking information as appropriate. The allowance for specifically identified significant loans is calculated by the discounted cash flow (“DCF”) method, which is based on the present value of reasonably estimated cash flows discounted at the original contractual interest rate of the relevant loan. For the remaining loans, an individual allowance is calculated based on the estimated uncollectible amount considering historical loss experience and the recoveries from collateral, guarantees and any other collectible cash flows.

Under IFRS, measurement of ECL depends on whether the credit risk on the financial asset has increased significantly since initial recognition. If there is not a significant increase in credit risk on that financial asset since initial recognition, an allowance is measured at an amount equal to 12-month expected credit losses. Otherwise, an allowance is measured at an amount equal to lifetime expected credit losses. The allowance for loan losses for individually significant impaired loans is calculated by the DCF method based on the present value of estimated future cash flows discounted at the financial asset’s original effective interest rate, which differs from the calculation of the DCF method under Japanese GAAP. The scope of loans that are subject to the DCF method under IFRS is wider than that under Japanese GAAP. ECL are measured in a way that reflects not only past events, but also current conditions and forecasts of future economic conditions. Under Japanese GAAP, loan origination fees and costs are generally recognized in the consolidated income statement as incurred. Under IFRS, loan origination fees and costs that are incremental and directly attributable to the origination of a loan are deferred and thus, included in the calculation of the effective interest rate.

Under both Japanese GAAP and IFRS, undrawn loan commitments are off-balance sheet. Provisions for undrawn loan commitments are measured in a way similar to those for loans drawn down in accordance with each standard. Under Japanese GAAP, all guarantee contracts are accounted for by accruing both asset and liability accounts at the nominal guarantee amount. A provision for the credit risk of the guarantee is calculated using the same method as the reserve for possible loan losses. Under IFRS, financial guarantees are initially recognized at fair value and subsequently measured at the higher of the amount of the loss allowance determined in accordance with ECL or the amount initially recognized less, when appropriate, the cumulative amount of income recognized in accordance with the principles of IFRS 15 “Revenue from Contracts with Customers.”

## **5. Investments in associates and joint ventures**

Under Japanese GAAP, although goodwill related to investments in associates and joint ventures is included in the carrying amount of the investments, we are required to recognize and measure impairment losses only on goodwill separately from the investments if impairment indicators for the goodwill are identified. Under IFRS, for investments in associates and joint ventures, if we identify objective evidence of impairment, the entire carrying amount of the investment is tested for impairment since goodwill is not separately recognized on the initial acquisition of the investment. Additionally, the net profit of associates and joint ventures is adjusted for differences between Japanese GAAP and IFRS in accordance with our accounting policy prior to applying the equity method under IFRS.

## **6. Property, plant and equipment**

For certain assets that are depreciated using the declining balance method under Japanese GAAP, we apply the straight-line method of depreciation to those assets under IFRS as we consider that the straight-line method most closely reflects the expected pattern of consumption of the future economic benefits embodied in those assets. Additionally, under IFRS, residual values of assets are reviewed at least at the end of each reporting period. After reviews of all categories of property, plant and equipment, the residual values of assets are considered to be zero under IFRS, whereas residual values are assigned to certain assets under Japanese GAAP.

Furthermore, under IFRS, when any indication that assets may be impaired exists, the recoverable amount of an asset shall be determined. If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset shall be reduced to its recoverable amount and an impairment loss is recognized to



the extent that the carrying amount of the asset exceeds its recoverable amount. On the other hand, under Japanese GAAP, when there is an indicator of impairment, whether impairment exists shall be determined by comparing the carrying amount of the asset to the undiscounted future cash flow. Then, if the undiscounted cash flows are lower than the carrying amount, the carrying amount is not considered to be recoverable and an impairment loss is recognized for the difference between the carrying amount and the recoverable amount.

## **7. Lease accounting**

Under Japanese GAAP, a lease transaction as a lessee is classified as either a finance lease or an operating lease. Finance leases are recognized as assets and liabilities in statements of financial position, so there is no significant difference from IFRS. On the other hand, a lessee does not recognize assets and liabilities for operating leases. Operating lease payments are recognized in the consolidated income statements on a straight-line basis over the lease term. Under IFRS, a single lessee accounting model, whereby a lessee accounts for all leases in the same way, requires a lessee to recognize a right of use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments at the commencement date. After the commencement date, a right of use asset is measured applying the straight-line method of depreciation, and a lease liability is measured by increasing the carrying amount to reflect interest and reducing the carrying amount to reflect the lease payments.

## **8. Defined benefit plans**

Under Japanese GAAP, the present value of the defined benefit obligation is measured using the market yields of long-term Japanese government bonds as discount rates. Additionally, the discount rates for the previous reporting period can be used for the current reporting period, if the change in the present value of the defined benefit obligation caused by a change in the discount rates from the previous reporting period to the current reporting period is less than 10%. Under IFRS, the present value of the defined benefit obligation is measured by discounting the estimated timing and amount of benefit payments using the discount rates reflecting market yields on high quality corporate bonds at the end of each reporting period. Furthermore, when the net defined benefit asset, which is the fair value of plan assets less the present value of the defined benefit obligation, is in surplus, the recognized asset is limited to the present value of any economic benefits available, whereas there is no such a specific requirement under Japanese GAAP.

Under Japanese GAAP, the expected rates of return on plan assets for the previous reporting period can be used for the current reporting period, unless the impact of the profit or loss for the current reporting period is considered to be significant. Under IFRS, the interest cost and expected return on plan assets are replaced with a net interest amount which is calculated by applying the discount rate to the net defined benefit liability (asset).

Under Japanese GAAP, the actuarial gains and losses are recognized in other comprehensive income, and are amortized using the straight-line method. Under IFRS, actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions in the year, and return on plan assets excluding interest income are recognized in other comprehensive income and are never reclassified to profit and loss.

Under Japanese GAAP, past service costs are recognized in other comprehensive income and are amortized using the straight-line method. Under IFRS, past service costs are recognized immediately in the consolidated income statement.

## **9. Deferred tax assets**

Under Japanese GAAP, we recognize deferred tax assets to the extent that the realization of the tax benefit is highly probable based on the schedule. Under IFRS, deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. For

example, deferred tax assets for deductible temporary differences relating to impairment of financial instruments of which the timing of the reversal is difficult to estimate cannot be recognized under Japanese GAAP, whereas they can be recognized under IFRS to the extent that it is probable that future taxable profit will be available.

## 10. Foreign currency translation

Under Japanese GAAP, the income statement items of certain foreign operations are translated into Japanese yen, our presentation currency, using the (spot) closing rate, whereas under IFRS they are translated into the presentation currency using the exchange rate at the dates of the transactions or, if the exchange rates do not fluctuate significantly, at average exchange rates. In addition, under Japanese GAAP, certain foreign operations' monetary items denominated in foreign currencies are translated into Japanese yen using the exchange rate at the end of the reporting period. However, under IFRS the monetary items for which settlement is neither planned nor likely to occur in the foreseeable future are translated using the exchange rates at the dates of initial transactions.

## 11. Classification of equity and liability

Under Japanese GAAP, a financial instrument is generally classified as an equity instrument or a financial liability in light of its legal form. Under IFRS, a financial instrument or its component parts are classified as equity instruments or financial liabilities in accordance with the substance of the contractual arrangement and the definitions of financial liabilities and equity instruments. A financial instrument is classified as a financial liability if there is a contractual obligation to deliver cash or another financial asset other than a fixed number of equity shares in exchange for a fixed amount of cash or another financial asset. In the absence of such a contractual obligation, the financial instrument is classified as an equity instrument.

### 5.B. LIQUIDITY AND CAPITAL RESOURCES

We consistently endeavor to enhance the management of our liquidity profile and strengthen our capital base to meet our customers' loan requirements and deposit withdrawals and respond to unforeseen situations such as adverse movements in stock, foreign currency, interest rate and other markets, or changes in general domestic or international conditions.

#### Liquidity

We derive funding for our operations both from domestic and international sources. Our domestic funding is derived primarily from deposits placed with SMBC by its corporate and individual customers, and also from call money (inter-bank), bills sold (inter-bank promissory notes), repurchase agreements, borrowings, and negotiable certificates of deposit issued by SMBC to domestic and international customers. Our international sources of funds are principally from deposits from corporate customers and foreign central banks, negotiable certificates of deposit, bonds, commercial paper, and also from repurchase agreements and cash collateral on securities lent. We closely monitor maturity gaps and foreign exchange exposure in order to manage our liquidity profile.

As shown in the following table, total deposits increased by ¥9,169,509 million, or 5%, from ¥172,927,810 million at March 31, 2023 to ¥182,097,319 million at March 31, 2024. The balance of deposits at March 31, 2024 exceeded the balance of loans and advances by ¥60,380,854 million, primarily due to the stable deposit base in Japan. Our loan-to-deposit ratio (total loans and advances divided by total deposits) in the same period was 67%, which contributed greatly to the reduction of our liquidity risk. Our balances of large-denomination domestic yen time deposits are stable due to the historically high rollover rate of our corporate customers and individual depositors.

	At March 31,	
	2024	2023
	(In millions)	
Loans and advances . . . . .	¥121,716,465	¥111,891,134
Deposits . . . . .	182,097,319	172,927,810

We have invested the excess balance of deposits against loans and advances primarily in marketable securities and other highly liquid assets, such as Japanese government bonds. SMBC's Global Markets Business Unit actively monitors the movement of interest rates and maturity profile of its bond portfolio as part of SMBC's overall risk management. The bonds can be used to enhance liquidity. When needed, they can be used as collateral for call money or other money market funding or short-term borrowings from the BOJ.

Secondary sources of liquidity include short-term debts, such as call money, bills sold, and commercial paper issued at an inter-bank or other wholesale markets. We also issue long-term debts, including both senior and subordinated debts, as additional sources of liquidity. With short- and long-term debts, we can diversify our funding sources, effectively manage our funding costs and enhance our capital adequacy ratios when appropriate.

We source our funding in foreign currencies primarily from financial institutions, general corporations, and institutional investors, through short- and long-term financing. Even if we encounter declines in our credit quality or that of Japan in the future, we expect to be able to purchase foreign currencies in sufficient amounts using the yen funds raised through our domestic customer base. As further measures to support our foreign currency liquidity, we hold foreign debt securities, maintain credit lines and swap facilities denominated in foreign currencies, and pledge collateral to the U.S. Federal Reserve Bank.

We maintain management and control systems to support our ability to access liquidity on a stable and cost-effective basis. For further information, see "Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk—Market Risk and Liquidity Risk—Framework for Market and Liquidity Risk Management."

We believe we are able to access such sources of liquidity on a stable and flexible basis by keeping credit ratings at a high level. The following table shows credit ratings assigned to the Company by Moody's Japan K.K. ("Moody's"), S&P Global Ratings Japan Inc. ("S&P") and Fitch Ratings Japan Limited ("Fitch") at May 31, 2024:

At May 31, 2024								
Moody's			S&P			Fitch		
Long-term	Outlook	Short-term	Long-term	Outlook	Short-term	Long-term	Outlook	Short-term
A1	S	P-1	A-	S	—	A-	S	F1

The following table shows credit ratings assigned to SMBC by Moody's, S&P and Fitch at May 31, 2024:

At May 31, 2024								
Moody's			S&P			Fitch		
Long-term	Outlook	Short-term	Long-term	Outlook	Short-term	Long-term	Outlook	Short-term
A1	S	P-1	A	S	A-1	A	S	F1

We are assigned credit ratings by major domestic and international credit rating agencies. Credit ratings do not constitute recommendations to purchase, sell or hold a security, and rating agencies may review or indicate an intention to review ratings at any time. While the methodology and rating system vary among rating agencies, credit ratings are generally based on information provided by us or independent sources, and can be influenced by the credit ratings of Japanese government bonds and broader views of the Japanese financial system. Any downgrade in or withdrawal of these credit ratings, or any adverse change in these ratings relative to other financial institutions, could increase our borrowing costs, reduce our access to the capital markets and otherwise negatively affect our ability to raise funds, which in turn could have a negative impact on our liquidity position.

The guidelines published by the Financial Services Agency of Japan ("FSA") for liquidity coverage ratio ("LCR") and net stable funding ratio ("NSFR") applicable to banks and bank holding companies with international operations are based on the full text of the LCR and NSFR standard issued by the Basel Committee

on Banking Supervision (“BCBS”) in January 2013 and October 2014, respectively. Under these guidelines, banks and bank holding companies with international operations must maintain LCRs and NSFRs of at least 100% on both a consolidated basis and a nonconsolidated basis. The following tables show the Company and SMBC’s LCRs for the three months ended March 31, 2024 and NSFRs at March 31, 2024. Each figure is calculated based on our financial statements prepared in accordance with Japanese GAAP, as required by the FSA’s LCR and NSFR guidelines.

Liquidity coverage ratio:

	<b>For the three months ended March 31, 2024<sup>(1)</sup></b>
SMFG (consolidated) . . . . .	131.2%
SMBC (consolidated) . . . . .	136.0%
SMBC (nonconsolidated) . . . . .	140.1%

(1) Under the FSA’s LCR guidelines, the LCR for the three months ended March 31, 2024 is set as the three-month average of daily LCRs for the same three months, which is calculated by dividing the balance of high-quality liquid assets by the total net cash outflows on a daily basis for the same three months.

Net stable funding ratio:

	<b>At March 31, 2024<sup>(1)</sup></b>
SMFG (consolidated) . . . . .	117.8%
SMBC (consolidated) . . . . .	127.3%
SMBC (nonconsolidated) . . . . .	125.4%

(1) Under the FSA’s NSFR guidelines, the NSFR is calculated by dividing the available amount of stable funding by the required amount of stable funding.

For further information, see “Item 4.B. Business Overview—Regulations in Japan—Regulations Regarding Capital Adequacy and Liquidity—Liquidity Requirement.”

## Capital Management

With regard to capital management, we strictly abide by the capital adequacy guidelines set by the FSA. Japan’s capital adequacy guidelines are based on the Basel Capital Accord, which was proposed by the BCBS for uniform application to all banks which have international operations in industrialized countries. Japan’s capital adequacy guidelines may be different from those of central banks or supervisory bodies of other countries because they have been designed by the FSA to suit the Japanese banking environment. Our banking subsidiaries outside of Japan are also subject to the local capital ratio requirements.

Each figure for the FSA capital adequacy guidelines is calculated based on our financial statements prepared under Japanese GAAP.

The FSA capital adequacy guidelines permit Japanese banks to choose from the standardized approach, the foundation internal ratings-based (“IRB”) approach and the advanced IRB approach for measuring credit risk. Banks are permitted to calculate the Internal Loss Multiplier (“ILM”) using internal loss data for measuring operational risk, provided that specific conditions are met. To be eligible to adopt the foundation IRB approach or the advanced IRB approach for measuring credit risk, and to calculate the ILM with internal loss data for measuring operational risk, a Japanese bank must establish advanced risk management systems and receive prior approval from the FSA.

We and SMBC have adopted the advanced IRB approach for measuring credit risk since March 2009 and the standardized measurement approach by using the ILM for measuring operational risk since March 2024.

In December 2010, the BCBS published the new Basel III rules text to implement the Basel III framework, which sets out higher and better-quality capital, better risk coverage, the introduction of a leverage ratio as a backstop to the risk-based requirement, measures to promote the build-up of capital that can be drawn down in periods of stress, and the introduction of two global liquidity standards. The main measures of the minimum capital requirements in the Basel III framework began in January 2013 and have been fully applied from January 2019. The minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 4.5%, 6% and 8%, respectively since January 2015. Moreover, banks have been required to hold a capital conservation buffer of 2.5% to withstand future periods of stress since January 2019. As a result, taking the capital conservation buffer into account, the minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 7%, 8.5% and 10.5%, respectively since January 2019. Furthermore, a countercyclical buffer within a range of 0% to 2.5% of common equity or other fully loss-absorbing capital has been implemented according to national circumstances and we are required to hold a countercyclical buffer of 0.15% at March 31, 2024.

In addition to the above-mentioned minimum capital requirements and capital buffer requirements under Basel III, organizations identified by the FSB as G-SIBs, which includes us, are required to maintain an additional 1% to 2.5% of Common Equity Tier 1 capital as a percentage of risk-weighted assets based on the organization's size, interconnectedness, substitutability, complexity and cross-jurisdictional activity as determined by the FSB. The amount of G-SIB capital surcharge that applies to us based on the FSB's determination is 1%. The FSB updates its list of G-SIBs on an annual basis.

To reflect the Basel III framework, the FSA changed its capital adequacy guidelines. The minimum Common Equity Tier 1 capital requirement, Tier 1 capital requirement and total capital requirement have been 4.5%, 6% and 8%, respectively since March 2015. The capital conservation buffer, countercyclical buffer and the G-SIB capital surcharge started to be phased in from March 2016 and have been fully applied from March 2019 under the FSA capital adequacy guidelines.

In December 2017, the GHOS endorsed the outstanding Basel III regulatory reforms. For further details regarding the finalized Basel III reforms, see "Item 4.B. Business Overview—Regulations in Japan—Regulations Regarding Capital Adequacy and Liquidity—Capital Adequacy Requirement."

In March 2015, the FSA published its leverage ratio guidelines, which have been applied from March 2015, to help ensure broad and adequate capture of both on- and off-balance sheet sources of leverage for internationally active banks. The FSA's leverage ratio guidelines are based on the text of the leverage ratio framework and disclosure requirements issued by the BCBS in January 2014.

In December 2017, the definition and requirements of the leverage ratio were revised as part of the finalized Basel III reforms, under which the leverage ratio is based on a Tier 1 definition of capital and with the minimum leverage ratio of 3%. Under the finalized Basel III reforms, G-SIBs are required to meet a leverage ratio buffer, which takes the form of a Tier 1 capital buffer set at 50% of the applicable G-SIB capital surcharge. Various refinements were also made to the definition of the leverage ratio exposure measure. The leverage ratio requirements under the definition based on the framework issued by the BCBS in January 2014 were implemented as a Pillar 1 measurement from January 2018, and those under the revised definition and the leverage ratio buffer requirement for G-SIBs were implemented as a Pillar 1 measurement from January 2023.

In March 2019, the FSA published its guidelines for the leverage ratio applicable to banks and bank holding companies with international operations, which have been applied from March 2019. Under the FSA's guidelines for the leverage ratio, banks and bank holding companies with international operations must maintain a leverage ratio of at least 3% on both a consolidated basis and a nonconsolidated basis for banks and on a consolidated basis for bank holding companies.

In June 2020, in light of the increasing impact of the COVID-19 pandemic, the FSA published amendments to its guidelines for the leverage ratio, which mainly exclude deposits with the BOJ from the denominator for the

calculation of the leverage ratio in order to maintain harmonization with the monetary policy implemented by the BOJ and the prudential regulations for banks and other financial institutions. These amendments came into effect in June 2020 and were scheduled to expire in March 2021, but the expiry date of these amendments was extended to March 2022, and extended again until March 31, 2024. In July 2022, the FSA published amendments to its guidelines for the leverage ratio. Under the amended guidelines, the leverage ratio buffer requirement for G-SIBs in Japan took effect from March 2023, while the finalized definition of the leverage ratio exposure measure took effect from March 31, 2024, except for banks that have notified the FSA that they wish to apply the amended requirements earlier. Furthermore, in November 2022, the FSA published amendments to its guidelines for the leverage ratio, which provided that from April 1, 2024, the minimum leverage ratio is increased from 3% to 3.15%, the minimum leverage-based Total Loss-Absorbing Capacity ratio is increased from 6.75% to 7.10% and the leverage buffer applicable to G-SIBs is increased by 0.05%, while excluding amounts of deposits to the BOJ from the total exposure, taking into account exceptional macroeconomic conditions and other circumstances.

The table below presents our risk-weighted capital ratios, total capital, risk-weighted assets and leverage ratio under Japanese GAAP at March 31, 2024, based on the Basel III rules.

	<b>At March 31, 2024</b> <b>(In billions, except percentages)</b>
<b>SMFG Consolidated:</b>	
Total risk-weighted capital ratio .....	15.29%
Tier 1 risk-weighted capital ratio .....	14.33%
Common Equity Tier 1 risk-weighted capital ratio .....	12.91%
Total capital (Common Equity Tier 1 capital + Additional Tier 1 capital + Tier 2 capital) ...	¥ 14,197.9
Tier 1 capital (Common Equity Tier 1 capital + Additional Tier 1 capital) .....	13,311.6
Common Equity Tier 1 capital .....	11,992.6
Risk-weighted assets .....	92,848.6
The amount of minimum total capital requirements <sup>(1)</sup> .....	7,427.9
Leverage ratio .....	5.27%

(1) The amount of minimum total capital requirements is calculated by multiplying risk-weighted assets by 8%.

Common Equity Tier 1 capital consists primarily of capital stock, capital surplus and retained earnings relating to common shares, unrealized gains and losses included in accumulated other comprehensive income, and non-controlling interests that meet the criteria set forth in the FSA capital adequacy guidelines for inclusion in Common Equity Tier 1 capital.

Non-controlling interests arising from the issue of common shares by a fully consolidated subsidiary of a bank may receive recognition in Common Equity Tier 1 capital only if: (1) the instrument giving rise to the non-controlling interest would, if issued by the bank, meet all of the criteria set forth in the FSA capital adequacy guidelines for classification as common shares for regulatory capital purposes; and (2) the subsidiary that issued the instrument is itself a bank or other financial institution subject to similar capital adequacy guidelines.

Regulatory adjustments such as goodwill and other intangibles, deferred tax assets, investment in the common equity capital of banking, financial and insurance entities and defined benefit pension fund assets and liabilities are applied mainly to the calculation of Common Equity Tier 1 capital in the form of a deduction.

Additional Tier 1 capital consists primarily of perpetual subordinated bonds.

Tier 2 capital consists primarily of subordinated debt securities.

Our capital position and SMBC's capital position depend in part on the fair market value of our investment securities portfolio, since unrealized gains and losses are included in the amount of regulatory capital and have



been fully counted as Common Equity Tier 1 capital since March 2018. Since our other securities (including money held in trust) with a readily ascertainable market value included unrealized gains and losses, substantial fluctuations in the Japanese stock markets may affect our capital position and the capital position of SMBC.

Set forth below is a table of risk-weighted capital ratios, total capital, risk-weighted assets and leverage ratio of SMBC at March 31, 2024 on a consolidated and nonconsolidated basis.

	<b>At March 31, 2024</b> <b>(In billions, except percentages)</b>
<b>SMBC Consolidated:</b>	
Total risk-weighted capital ratio .....	16.11%
Tier 1 risk-weighted capital ratio .....	14.80%
Common Equity Tier 1 risk-weighted capital ratio .....	12.42%
Total capital (Common Equity Tier 1 capital + Additional Tier 1 capital + Tier 2 capital) ...	¥ 12,998.7
Tier 1 capital (Common Equity Tier 1 capital + Additional Tier 1 capital) .....	11,937.9
Common Equity Tier 1 capital .....	10,021.5
Risk-weighted assets .....	80,641.3
The amount of minimum total capital requirements <sup>(1)</sup> .....	6,451.3
Leverage ratio .....	5.19%
<b>SMBC Nonconsolidated:</b>	
Total risk-weighted capital ratio .....	14.27%
Tier 1 risk-weighted capital ratio .....	12.86%
Common Equity Tier 1 risk-weighted capital ratio .....	10.35%
Total capital (Common Equity Tier 1 capital + Additional Tier 1 capital + Tier 2 capital) ...	¥ 10,638.1
Tier 1 capital (Common Equity Tier 1 capital + Additional Tier 1 capital) .....	9,583.2
Common Equity Tier 1 capital .....	7,713.8
Risk-weighted assets .....	74,498.6
The amount of minimum total capital requirements <sup>(1)</sup> .....	5,959.9

(1) The amount of minimum total capital requirements is calculated by multiplying risk-weighted assets by 8%.

Our securities subsidiary in Japan, SMBC Nikko Securities is also subject to capital adequacy requirements under the FIEA described in “Item 4.B. Business Overview—Regulations in Japan—Regulations Regarding Capital Adequacy and Liquidity.” At March 31, 2024, the capital adequacy ratio was 324.5% for SMBC Nikko Securities, and sufficiently above 140%, below which level it would be required to file daily reports with the Commissioner of the FSA.

### Off-Balance Sheet Arrangements

To meet our customers’ financial needs, we engage in various types of off-balance sheet arrangements in the ordinary course of business.

Our arrangements include loan commitments, financial guarantees and other credit-related contingent liabilities. Loan commitment contracts on overdrafts and loans are agreements to lend up to a prescribed amount to customers, as long as there is no violation of any condition established in the contracts. Financial guarantees are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of the debt instrument. Other credit-related contingent liabilities include performance bonds, which are contracts that provide compensation if another party fails to perform the contractual obligation.

The table below shows the nominal amounts of undrawn loan commitments, and financial guarantees and other credit-related contingent liabilities at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
Loan commitments .....	¥ 88,926,181	¥79,068,816
Financial guarantees and other credit-related contingent liabilities .....	14,869,558	13,693,772
Total .....	<u>¥103,795,739</u>	<u>¥92,762,588</u>

The nominal amounts of these off-balance sheet instruments generally represent the maximum potential amounts of future payments without consideration of possible recoveries under recourse provisions or from collateral held. For example, since many of these loan commitments are expected to expire without being drawn down, the total amount of unused commitments does not necessarily represent an actual future cash flow requirement. Many of these loan commitments include clauses under which we can reject an application from customers or reduce the contract amounts in cases where economic conditions change, we need to secure claims, or some other significant event occurs. In addition, we may request the customers to pledge collateral such as premises and securities at the time of the contracts, and take necessary measures such as monitoring customers' financial positions, revising contracts when the need arises and securing claims after the contracts are made. We regularly review the credit quality of the customer based on our risk management system as set forth in "Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk" and Note 46 "Financial Risk Management" to our consolidated financial statements included elsewhere in this annual report.

In addition to the above-mentioned off-balance sheet arrangements, some of the SMBC Group's off-balance sheet arrangements are related to activities of structured entities. For further information, see Note 50 "Structured Entities" to our consolidated financial statements included elsewhere in this annual report.

## Contractual Obligations

In the normal course of business, we enter into contractual obligations that require future cash payments. The following table sets forth a summary of our contractual cash obligations at March 31, 2024.

	At March 31, 2024				
	Due in one year or less	Due from one year to three years	Due from three years to five years	Due after five years	Total <sup>(1)</sup>
	(In millions)				
Time deposits .....	¥ 23,848,078	¥ 2,306,187	¥ 621,697	¥ 1,117,984	¥ 27,893,946
Negotiable certificate of deposits .....	14,443,631	182,726	45,919	—	14,672,276
Financial liabilities designated at fair value through profit or loss .....	22,151	89,206	60,952	349,978	522,287
Borrowings .....	6,225,437	4,210,119	3,084,857	2,186,734	15,707,147
Debt securities in issue .....	4,874,016	3,735,948	2,310,650	3,788,930	14,709,544
Lease liabilities .....	84,555	117,446	78,843	177,791	458,635
Purchase obligation <sup>(2)</sup> .....	52,998	25,566	6,954	195	85,713
Total .....	<u>¥ 49,550,866</u>	<u>¥ 10,667,198</u>	<u>¥ 6,209,872</u>	<u>¥ 7,621,612</u>	<u>¥ 74,049,548</u>

(1) The amount of interest on debt instruments is not included in the maturity table above due to its insignificance.

(2) Purchase obligation in the above table includes the contractual commitments to purchase goods or services of construction and information technology that are binding on us for the payment of more than ¥100 million.

### **5.C. RESEARCH, DEVELOPMENT, PATENTS AND LICENSES**

We did not conduct any significant research and development activities for the fiscal year ended March 31, 2024. However, there are certain research and development activities for our information system infrastructure.

### **5.D. TREND INFORMATION**

Our trend information is contained elsewhere in this annual report, including but not limited to “Item 4.B. Business Overview,” and “—A. Operating Results,” and “—B. Liquidity and Capital Resources” in this Item.

### **5.E. CRITICAL ACCOUNTING ESTIMATES**

For information about our critical accounting estimates, see Note 3 “Critical Accounting Estimates and Judgments” to our consolidated financial statements included elsewhere in this annual report.

## Item 6. Directors, Senior Management and Employees

### 6.A. DIRECTORS AND SENIOR MANAGEMENT

#### Directors and Senior Management

We are a company which has adopted a three statutory committees system of corporate governance. Under the Companies Act, a company with three statutory committees is required to have a nominating committee, an audit committee and a compensation committee, each of which consisting of members of the board of directors and of which the majority of the members must be outside directors. In addition to the three statutory committees, we have voluntarily established our risk committee and sustainability committee. Also, under the Companies Act, a company with three statutory committees must have one or more corporate executive officers elected by resolution of the board of directors. Corporate executive officers decide on the execution of the operations of the company that were delegated to them by resolution of the board of directors. The board of directors decides on the execution of operations of the company, including basic management policy, and supervises the execution of duties by corporate executive officers.

Our board of directors is comprised of thirteen directors, seven of whom are outside directors as defined under the Companies Act. In addition, our board of directors has elected thirteen corporate executive officers.

For more information, see “Item 6.C. Board Practices.”

#### Directors

At June 27, 2024, the following directors held the indicated positions with us:

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Takeshi Kunibe (March 8, 1954)	Chairman of the Board of the Company	April 1976	Joined Sumitomo Bank
		June 2003	Executive Officer of SMBC
		October 2006	Managing Executive Officer of SMBC
		April 2007	Managing Executive Officer of the Company
		June 2007	Director of the Company
		April 2009	Director and Senior Managing Executive Officer of SMBC
		April 2011	President and Chief Executive Officer of SMBC
		April 2017	President of the Company
			Resigned as Director of SMBC
		June 2017	Director President of the Company
		April 2019	Chairman of the Board of the Company (to present)
		October 2021	Chairman of the Board of SMBC
		April 2023	Resigned as Director of SMBC

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Toru Nakashima (September 14, 1963)	Director President of the Company (Representative Corporate Executive Officer)	April 1986	Joined Sumitomo Bank
		April 2014	Executive Officer of SMBC
	Group Chief Executive Officer, or CEO	April 2016	Managing Executive Officer of SMBC
		April 2017	Managing Executive Officer of the Company
		March 2019	Director and Managing Executive Officer of SMBC
		April 2019	Senior Managing Corporate Executive Officer of the Company
			Director and Senior Managing Executive Officer of SMBC
		June 2019	Director Senior Managing Corporate Executive Officer of the Company
		April 2022	Resigned as Director of SMBC
		March 2023	Director of SMBC
		April 2023	Deputy President and Corporate Executive Officer of the Company
			Director and Deputy President of SMBC
		December 2023	President of the Company
			Resigned as Director of SMBC
		June 2024	Director President of the Company (to present)
Teiko Kudo (May 22, 1964)	Director Deputy President and Corporate Executive Officer of the Company (Representative Corporate Executive Officer)	April 1987	Joined Sumitomo Bank
		April 2014	Executive Officer of SMBC
	Group Chief Compliance Officer, or CCO	April 2017	Managing Executive Officer of SMBC
		April 2020	Senior Managing Executive Officer of the Company
	Officer in charge of Compliance Department and Anti Money Laundering & Financial Crime Prevention Department		Senior Managing Executive Officer of SMBC
		March 2021	Director and Senior Managing Executive Officer of SMBC
	Director and Deputy President of SMBC	April 2021	Senior Managing Corporate Executive Officer of the Company
		June 2021	Director Senior Managing Corporate Executive Officer of the Company
		April 2024	Director Deputy President and Corporate Executive Officer of the Company (to present)
			Director and Deputy President of SMBC (to present)

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Fumihiko Ito (April 13, 1967)	Director Senior Managing Corporate Executive Officer of the Company	April 1990	Joined Sumitomo Bank
	Group Chief Financial Officer, or CFO, and Group Chief Strategy Officer, or CSO	April 2018	Executive Officer of SMBC
		October 2018	Executive Officer of the Company
	Officer in charge of Sustainability Division for Fulfilled Growth, Public Relations Department, Corporate Planning Department, Business Development Department, Sustainability Planning Department, Sustainability Development Department, Financial Accounting Department and Accounting Service & Planning Department	April 2020	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2023	Senior Managing Corporate Executive Officer of the Company
			Senior Managing Executive Officer of SMBC
		June 2023	Director Senior Managing Corporate Executive Officer of the Company (to present)
Toshihiro Isshiki (September 15, 1962)	Director of the Company Director of SMBC	March 2024	Director and Senior Managing Executive Officer of SMBC (to present)
		April 1985	Joined Sumitomo Bank
		April 2013	Executive Officer of SMBC
		April 2015	Managing Executive Officer of SMBC
		April 2017	Managing Executive Officer of the Company
		April 2019	Senior Managing Executive Officer of the Company
			Senior Managing Executive Officer of SMBC
		April 2021	Retired as Senior Managing Executive Officer of SMBC
		June 2021	Director of the Company (to present)
		June 2023	Director of SMBC (to present)
Yoshiyuki Gono (April 22, 1965)	Director of the Company	April 1988	Joined Sumitomo Bank
		April 2018	Executive Officer of the Company
			Executive Officer of SMBC
		October 2021	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2023	Resigned as Managing Executive Officer of SMBC
Shozo Yamazaki <sup>(1)</sup> (September 12, 1948)	Director of the Company	June 2023	Director of the Company (to present)
		November 1970	Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC)
		September 1974	Registered as a certified public accountant (to present)
		July 1991	Representative Partner of Tohmatsu & Co. (currently Deloitte Touche Tohmatsu LLC)
		June 2010	Retired from Deloitte Touche Tohmatsu LLC
		July 2010	Chairman and President of The Japanese Institute of Certified Public Accountants
		July 2013	Advisor of The Japanese Institute of Certified Public Accountants (to present)
		April 2014	Professor of Tohoku University Accounting School
		June 2017	Director of the Company (to present)



<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Sonosuke Kadonaga <sup>(1)</sup> (August 5, 1952)	Director of the Company  Representative of Intrinsic	April 1976	Joined Chiyoda Corporation
		June 1986	Retired from Chiyoda Corporation
		August 1986	Joined McKinsey & Company, Inc., Japan
		December 1992	Principal (Partner) of McKinsey & Company, Inc., Japan
		June 1999	Director (Senior Partner) of McKinsey & Company, Inc., Japan
		June 2009	Retired from McKinsey & Company, Inc., Japan
		July 2009	Representative of Intrinsic (to present)
		June 2017	Director of SMBC
		June 2024	Director of the Company (to present)
			Resigned as Director of SMBC
Yoshinobu Tsutsui <sup>(1)</sup> (January 30, 1954)	Director of the Company  Chairman of NIPPON LIFE INSURANCE COMPANY	April 1977	Joined NIPPON LIFE INSURANCE COMPANY
		July 2004	Director of NIPPON LIFE INSURANCE COMPANY
		January 2007	Director and Executive Officer of NIPPON LIFE INSURANCE COMPANY
		March 2007	Director and Managing Executive Officer of NIPPON LIFE INSURANCE COMPANY
		March 2009	Director and Senior Managing Executive Officer of NIPPON LIFE INSURANCE COMPANY
		March 2010	Representative Director and Senior Managing Executive Officer of NIPPON LIFE INSURANCE COMPANY
		April 2011	President of NIPPON LIFE INSURANCE COMPANY
		June 2017	Director of the Company (to present)
Katsuyoshi Shinbo <sup>(1)</sup> (April 8, 1955)	Director of the Company	April 2018	Chairman of NIPPON LIFE INSURANCE COMPANY (to present)
		April 1984	Registered as an attorney at law (to present)
		November 1999	Attorney at law at Shinbo Law Office (to present)
		June 2015	Corporate Auditor of SMBC
		June 2017	Director of the Company (to present)
			Resigned as Corporate Auditor of SMBC

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Eriko Sakurai <sup>(1)</sup> (November 16, 1960)	Director of the Company	June 1987	Joined Dow Corning Corporation (currently Dow Silicones Corporation)
		May 2008	Director of Dow Corning Toray Co., Ltd.
		March 2009	Chairman and CEO of Dow Corning Toray Co., Ltd.
		May 2011	Regional President -Japan/Korea of Dow Corning Corporation (currently Dow Silicones Corporation)
		February 2015	President and Representative Director of Dow Corning Holding Japan Co., Ltd.
		June 2015	Director of the Company (to present)
		May 2018	Executor, Dow Switzerland Holding GmbH, which is a Representative Partner of Dow Silicones Holding Japan G.K.
		June 2018	Chairman and CEO of Dow Toray Co., Ltd.
		August 2020	President and Representative Director of Dow Chemical Japan Limited
		June 2022	Resigned as Director of Dow Chemical Japan Limited

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Charles D. Lake II <sup>(1)</sup> (January 8, 1962)	Director of the Company	June 1990	Entered the Office of the U.S. Trade Representative as Special Counsel
	President of Aflac International, Inc.	December 1990	Registered as an attorney at law, admitted in Pennsylvania, the U.S.A. (to present)
	Chairman and Representative Director of Aflac Life Insurance Japan Ltd.	August 1992	Director of Japan Affairs, the Office of the U.S. Trade Representative
		July 1993	Director of Japan Affairs and Special Counsel to the Deputy U.S. Trade Representative, the Office of the U.S. Trade Representative
		January 1995	Attorney at law at Dewey Ballantine LLP
		October 1996	Registered as an attorney at law, admitted in Washington, D.C., the U.S.A. (to present)
		February 1999	Vice President and Counsel of Aflac International, Inc.
		June 1999	Vice President and Counsel of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		January 2001	Senior Vice President and Counsel of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		April 2001	Senior Vice President and General Counsel of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		July 2001	Deputy President of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		January 2003	President and Representative in Japan of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		April 2005	Vice Chairman and Representative in Japan of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		July 2008	Chairman and Representative in Japan of Japan Branch, American Family Life Assurance Company of Columbus (currently Aflac Life Insurance Japan Ltd.)
		January 2014	President of Aflac International, Inc. (to present)
		April 2018	Chairman and Representative Director of Aflac Life Insurance Japan Ltd. (to present)
		June 2023	Director of the Company (to present)

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Jenifer Rogers <sup>(1)</sup> (June 22, 1963)	Director of the Company  General Counsel Asia of Asurion Japan Holdings G.K.	September 1989	Joined Haight Gardner Poor & Havens (currently Holland & Knight LLP)
		December 1990	Registered as an attorney at law, admitted in New York, the U.S.A. (to present)
		February 1991	Joined The Industrial Bank of Japan Ltd. (currently Mizuho Bank, Ltd.)
		December 1994	Joined Merrill Lynch Japan Securities Co., Ltd. (currently BofA Securities Japan Co., Ltd.)
		November 2000	Merrill Lynch Europe Plc
		July 2006	Merrill Lynch (Asia Pacific) Limited (currently Bank of America Corporation) (Hong Kong)
		January 2012	Bank of America Merrill Lynch (currently Bank of America Corporation) (New York)
		November 2012	General Counsel Asia of Asurion Asia Pacific Limited
		November 2014	General Counsel Asia of Asurion Japan Holdings G.K. (to present)
		January 2021	President of the American Chamber of Commerce in Japan
		June 2023	Director of the Company (to present)

(1) These directors satisfy the requirements for an “outside director” under the Companies Act.

## Corporate Executive Officers

At June 27, 2024, the following corporate executive officers held the indicated positions with us:

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>	<b>Business experience</b>	
Toru Nakashima (September 14, 1963)	See “Directors” under this Item 6.A.	See “Directors” under this Item 6.A.	
Muneo Kanamaru (April 9, 1964)	Deputy President and Corporate Executive Officer of the Company (Representative Corporate Executive Officer)	April 1987	Joined Sumitomo Bank
		April 2015	Executive Officer of SMBC
	Head of Wholesale Business Unit	April 2017	Managing Executive Officer of the Company
	Director and Deputy President of SMBC		Managing Executive Officer of SMBC
		April 2018	Resigned as Managing Executive Officer of the Company
		April 2020	Managing Executive Officer of the Company
		April 2021	Senior Managing Corporate Executive Officer of the Company
			Senior Managing Executive Officer of SMBC
		March 2024	Director and Senior Managing Executive Officer of SMBC
		April 2024	Deputy President and Corporate Executive Officer of the Company (to present)
			Director and Deputy President of SMBC (to present)
Teiko Kudo (May 22, 1964)	See “Directors” under this Item 6.A.	See “Directors” under this Item 6.A.	
Masamichi Koike (October 25, 1963)	Deputy President and Corporate Executive Officer of the Company (Representative Corporate Executive Officer)	April 1987	Joined Taiyo Kobe Bank
		April 2015	Executive Officer of SMBC
	Head of Global Markets Business Unit	July 2017	Executive Officer of the Company
	Deputy President Executive Officer of SMBC	April 2018	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2020	Senior Managing Corporate Executive Officer of the Company
			Senior Managing Executive Officer of SMBC
		April 2024	Deputy President and Corporate Executive Officer of the Company (to present)
			Deputy President Executive Officer of SMBC (to present)
Takashi Yamashita (December 7, 1964)	Senior Managing Corporate Executive Officer of the Company	April 1988	Joined Mitsui Bank
		April 2016	Executive Officer of SMBC
	Head of Retail Business Unit	April 2017	Executive Officer of the Company
	Senior Managing Executive Officer of SMBC	April 2018	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2021	Senior Managing Corporate Executive Officer of the Company (to present)
			Senior Managing Executive Officer of SMBC (to present)

<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>		<b>Business experience</b>
Jun Uchikawa (January 20, 1965)	Senior Managing Corporate Executive Officer of the Company	April 1988	Joined Sumitomo Bank
	Group Chief Information Officer, or CIO	April 2018	Executive Officer of the Company
			Executive Officer of SMBC
	Officer in charge of IT Planning Department, Cybersecurity Management Department, Data Management Department and Operations Planning Department	April 2021	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
	Director and Senior Managing Executive Officer of SMBC	April 2022	Senior Managing Corporate Executive Officer of the Company (to present)
Yoshihiro Hyakutome (February 27, 1965)	Senior Managing Corporate Executive Officer of the Company	April 1988	Joined Sumitomo Bank
		April 2016	Executive Officer of SMBC
	Co-Head of Global Business Unit	April 2017	Executive Officer of the Company
	Senior Managing Executive Officer of SMBC	April 2018	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2022	Senior Managing Corporate Executive Officer of the Company (to present)
Takeshi Mikami (February 16, 1966)			Director and Senior Managing Executive Officer of SMBC
		April 2024	Senior Managing Executive Officer of SMBC (to present)
	Senior Managing Corporate Executive Officer of the Company	April 1988	Joined Sumitomo Bank
		April 2016	Executive Officer of SMBC
	Group Chief Audit Executive, or CAE	April 2017	Executive Officer of the Company
	Officer in charge of Internal Audit Department	April 2019	Managing Executive Officer of the Company
Keiichiro Nakamura (December 14, 1966)			Managing Executive Officer of SMBC
		April 2020	Resigned as Managing Executive Officer of the Company
		April 2022	Senior Managing Corporate Executive Officer of the Company (to present)
			Retired as Managing Executive Officer of SMBC
	Senior Managing Corporate Executive Officer of the Company	April 1989	Joined Mitsui Bank
		April 2017	Executive Officer of the Company
Keiichiro Nakamura (December 14, 1966)	Co-Head of Global Business Unit		Executive Officer of SMBC
	Senior Managing Executive Officer of SMBC	April 2020	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		April 2023	Senior Managing Corporate Executive Officer of the Company (to present)
			Senior Managing Executive Officer of SMBC (to present)



<b>Name (Date of birth)</b>	<b>Current positions and principal outside positions</b>		<b>Business experience</b>
Akio Isowa (October 8, 1966)	Senior Managing Corporate Executive Officer of the Company	April 1990	Joined Sumitomo Bank
		April 2019	Executive Officer of the Company
	Group Chief Digital Innovation Officer, or CDIO		Executive Officer of SMBC
	Officer in charge of Digital Solution Division, Transaction Business Division, and Digital Strategy Department	April 2021	Retired as Executive Officer of the Company
		April 2022	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
	Senior Managing Executive Officer of SMBC	April 2023	Senior Managing Corporate Executive Officer of the Company (to present)
			Senior Managing Executive Officer of SMBC (to present)
Fumihiko Ito (April 13, 1967)	See “Directors” under this Item 6.A.	See “Directors” under this Item 6.A.	
Takashi Kobayashi (June 21, 1967)	Senior Managing Corporate Executive Officer of the Company	April 1990	Joined Mitsui Taiyo Kobe Bank
		April 2018	Executive Officer of the Company
	Group Chief Human Resources Officer, or CHRO		Executive Officer of SMBC
	Officer in charge of General Affairs Department, Human Resources Department, Quality Management Department and Administrative Services Department	April 2020	Managing Executive Officer of the Company
			Managing Executive Officer of SMBC
		March 2023	Director and Managing Executive Officer of SMBC
Natsuhiko Samejima (July 1, 1968)	Director and Senior Managing Executive Officer of SMBC	April 2023	Senior Managing Corporate Executive Officer of the Company (to present)
			Director and Senior Managing Executive Officer of SMBC (to present)
	Senior Managing Corporate Executive Officer of the Company	April 1991	Joined Sumitomo Bank
		April 2019	Executive Officer of the Company
	Group Chief Risk Officer, or CRO		Executive Officer of SMBC
	Officer in charge of Corporate Risk Management Department, Risk Management Information Department, Risk Management Department, Americas Division and Credit & Investment Planning Department	April 2022	Managing Executive Officer of the Company
		March 2024	Managing Executive Officer of SMBC
			Director and Managing Executive Officer of SMBC
	Director and Senior Managing Executive Officer of SMBC	April 2024	Senior Managing Corporate Executive Officer of the Company (to present)
			Director and Senior Managing Executive Officer of SMBC (to present)

## Familial Relationships

There are no familial relationships between any of the directors and corporate executive officers listed above.

## Arrangements and Understandings

There is no arrangement or understanding with any major shareholder, customer, supplier or other party, pursuant to which any of the directors and corporate executive officers listed above were selected as a director or member of corporate executive officers.

## 6.B. COMPENSATION

The aggregate amounts of compensation paid by us during the fiscal year ended March 31, 2024 to our directors and to our corporate executive officers were ¥939 million and ¥1,622 million, respectively.

The following table sets forth the details of individual compensation, disclosed pursuant to the provision of the Financial Instruments and Exchange Act of Japan (“FIEA”) and related ordinance, by SMFG and its subsidiaries in amounts equal to or exceeding ¥100 million during the fiscal year ended March 31, 2024:

Directors and corporate executive officers	Compensation						
	Aggregated amount	Paid by	Monetary compensation		Non-monetary compensation		
			Non-performance-linked	Performance-linked	Non-performance-linked		
						Stock compensation Plan I, Plan II	Stock compensation Plan III
(In millions) <sup>(1)</sup>							
Takeshi Kunibe . . . . .	¥ 231	SMFG	¥ 102	¥ 33	¥ 76	¥ —	
		SMBC	—	—	17	—	
Makoto Takashima . . . . .	¥ 248	SMFG	¥ 4	¥ —	¥ —	¥ —	
		SMBC	106	33	104	—	
Jun Ohta . . . . .	¥ 186	SMFG	¥ 70	¥ 33	¥ 82	¥ —	
Toru Nakashima . . . . .	¥ 149	SMFG	¥ 55	¥ 18	¥ 31	¥ —	
		SMBC	19	9	15	—	
Akihiro Fukutome . . . . .	¥ 203	SMFG	¥ 12	¥ —	¥ 6	¥ —	
		SMBC	95	39	49	—	
Tetsuro Imaeda . . . . .	¥ 124	SMFG	¥ 28	¥ 11	¥ 22	¥ —	
		SMBC	28	11	22	—	
Muneo Kanamaru . . . . .	¥ 103	SMFG	¥ 23	¥ 9	¥ 18	¥ —	
		SMBC	23	9	18	—	
Teiko Kudo . . . . .	¥ 104	SMFG	¥ 23	¥ 8	¥ 20	¥ —	
		SMBC	23	8	20	—	
Masamichi Koike . . . . .	¥ 105	SMFG	¥ 23	¥ 9	¥ 20	¥ —	
		SMBC	23	9	20	—	
Takashi Yamashita . . . . .	¥ 100	SMFG	¥ 23	¥ 8	¥ 18	¥ —	
		SMBC	23	8	18	—	
Jun Uchikawa . . . . .	¥ 103	SMFG	¥ 23	¥ 8	¥ 15	¥ —	
		SMBC	26	8	15	5	
Yoshihiro Hyakutome . . . . .	¥ 104	SMFG	¥ 23	¥ 8	¥ 12	¥ —	
		SMBC	23	8	22	5	
Takeshi Mikami . . . . .	¥ 104	SMFG	¥ 46	¥ 17	¥ 25	¥ 5	
		SMBC	—	—	9	—	
Keiichiro Nakamura . . . . .	¥ 109	SMFG	¥ 21	¥ 9	¥ 8	¥ —	
		SMBC	21	9	24	14	
Akio Isowa . . . . .	¥ 108	SMFG	¥ 22	¥ 9	¥ 12	¥ —	
		SMBC	22	9	14	17	
Fumihiko Ito . . . . .	¥ 111	SMFG	¥ 22	¥ 9	¥ 16	¥ —	
		SMBC	22	9	16	14	
Takashi Kobayashi . . . . .	¥ 112	SMFG	¥ 22	¥ 9	¥ 16	¥ —	
		SMBC	22	9	16	14	

(1) Amounts less than one million yen have been truncated.

In June 2017, we transitioned from a board of corporate auditors governance system to a company with three statutory committees: a nominating committee, an audit committee and a compensation committee. The compensation committee is responsible for establishing policy in regard to the determination of compensation of our directors and corporate executive officers. In addition, the committee determines the contents of the compensation of the individual directors and corporate executive officers in accordance with this policy. For more information, see “Item 6.C. Board Practices.”

In July 2017, our compensation committee resolved to revise our executive compensation policy and to introduce new stock compensation plans that utilize restricted stock, while discontinuing the issuance of new stock options. The plans allot shares of restricted stock to directors (excluding outside directors), corporate executive officers, and executive officers, etc. of SMFG, directors (excluding outside directors) and executive officers, etc. of SMBC and representative corporate executive officers of certain of our subsidiaries, in order to (a) provide more appropriate incentives for executives by strengthening linkages with SMFG’s short-, medium- and long-term performance, and (b) further align the interests of executives with those of shareholders, increase the weight of stock compensation, and enhance the shareholding of our executives.

Prior to the revision of our executive compensation policy discussed above, we had introduced compensation-type stock options to directors, corporate auditors, and executive officers of SMFG and SMBC (“SMFG Stock Acquisition Rights”), which served as an incentive for them to further contribute to the equity appreciation and achieve better corporate performance through sharing the benefits and risks of the share price performance with our shareholders.

For more information about compensation plans utilizing restricted stock and stock option plans, see “Item 6.E. Share Ownership” or Note 40 “Share-Based Payment” to our consolidated financial statements included elsewhere in this annual report.

## **6.C. BOARD PRACTICES**

### **General**

The Companies Act permits three types of governance systems for large public companies. The first system is for companies with a board of corporate auditors, and the second one is for companies with an audit and supervisory committee. The last one is for companies with three statutory committees: a nominating committee, an audit committee and a compensation committee.

We had previously employed a board of corporate auditors governance system. In order to further enhance our solid corporate governance system, we transitioned to a company with three statutory committees in June, 2017.

Under the Companies Act, a company with three statutory committees is required to have a nominating committee, an audit committee and a compensation committee, each of which consisting of members of the board of directors and of which the majority of the members must be outside directors. In addition to the three statutory committees, we have voluntarily established our risk committee and sustainability committee.

“Outside director” means a director of any corporation who satisfies all of the following requirements: (a) a person who is not an executive director, corporate executive officer (*shikkoyaku*), or an employee, including a manager (“Executive Director, etc.”), and has not been an Executive Director, etc. of such corporation or any of its subsidiaries for the ten years prior to assuming his/her office; (b) if the person has been a director, accounting advisor or corporate auditor of such corporation or any of its subsidiaries (excluding a person who has been an Executive Director, etc.) at any time within the ten years prior to assuming his/her office, a person who has not been an Executive Director, etc. of such corporation or any of its subsidiaries for the ten years prior to assuming his/her office as director, accounting advisor, or corporate auditor; (c) a person who is not a parent corporation or

any entity which is prescribed by the applicable Ordinance of the Ministry of Justice as a person who controls the management of the corporation (excluding entities who are juridical persons) (“parent corporation, etc.”) of such corporation (limited to a natural person) or director or corporate executive officer (*shikkoyaku*), or other employee, including a manager, of a parent corporation, etc.; (d) a person who is not an Executive Director, etc. of a subsidiary or any entity which is prescribed by the applicable Ordinance of the Ministry of Justice as the juridical person for which management is controlled by the person other than the corporation (“subsidiary, etc.”) of a parent corporation, etc. of such corporation; and (e) a person who is not a spouse or relative within the second degree of kinship of a director or corporate executive officer (*shikkoyaku*), manager, or other important employee of such corporation, or its parent corporation, etc. (limited to a natural person).

To ensure the compliance of our execution of our business operations with legal regulations and generally accepted practices, the outside directors are selected from among experts (including certified public accountants, lawyers and persons with consulting or business management experience).

Also, under the Companies Act, a company with three statutory committees must have one or more corporate executive officers elected by resolution of the board of directors. Corporate executive officers decide on the execution of the operations of the company that were delegated to them by resolution of the board of directors.

Pursuant to Article 4 of our articles of incorporation, we maintain a corporate governance system consisting of a general meeting of shareholders, individual directors, a board of directors, a nominating committee, an audit committee, a compensation committee, corporate executive officers and an accounting auditor as its primary components.

### **Board of directors**

Our articles of incorporation provide for a board of directors consisting of not fewer than three directors. We currently have thirteen directors. All directors are elected by our shareholders at a general meeting of shareholders. The term of office of a director expires upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within one year after the election of the director. Directors may serve any number of consecutive terms.

By resolution, our board of directors elects or removes corporate executive officers and representative corporate executive officers. Our board of directors may elect directors with titles (*yakutsuki-torishimariyaku*) and corporate executive officers with titles (*yakutsuki-shikkoyaku*) and assign or change the designation of the duties of corporate executive officers by resolution. In addition, our board of directors elects or removes members of each statutory committee.

The Companies Act requires the board of directors to decide on the execution of operations of a company, including basic management policy, and supervise the execution of duties by corporate executive officers. In addition, the board of directors may, by resolution of the same, delegate decisions on the execution of the operations to corporate executive officers, to the extent permitted by the Companies Act.

Our board of directors held 13 meetings during the fiscal year ended March 31, 2024. The average attendance rate was 99%.

### **Nominating committee**

The nominating committee determines the contents of proposals regarding the election and dismissal of directors to be submitted to a general meeting of shareholders. The committee also deliberates on matters regarding personnel decisions pertaining to officers of the Company and our major subsidiaries and the selection of successors to the presidents of the Company and SMBC.

Under the Companies Act, we are required to have a nominating committee that consists of members of our board of directors, and the majority of the members must be outside directors. Currently, the chairman of the nominating committee is Yoshinobu Tsutsui, who is an outside director. Other outside directors on the nominating committee are Sonosuke Kadonaga, Eriko Sakurai and Charles D. Lake II. The other director on the nominating committee is Takeshi Kunibe, the chairman of the board.

Our nominating committee held 7 meetings during the fiscal year ended March 31, 2024. The average attendance rate was 100%.

### **Audit committee**

The audit committee is responsible for auditing the execution of duties by corporate executive officers and directors, preparing audit reports and determining the contents of proposals regarding the election or dismissal of, or refusal to reelect, accounting auditors under the Companies Act to be submitted to a general meeting of shareholders. In addition, the committee inspects our operations and assets, and those of our major subsidiaries.

Under the Companies Act, we are required to have an audit committee that consists of members of our board of directors, and the majority of the members must be outside directors. Currently, the chairman of the audit committee is Sonosuke Kadonaga, who is an outside director. Other outside directors on the audit committee are Shozo Yamazaki and Katsuyoshi Shinbo. Other directors on the audit committee are Toshihiro Isshiki and Yoshiyuki Gono.

Our audit committee held 15 meetings during the fiscal year ended March 31, 2024. The average attendance rate was 100%.

### **Compensation committee**

The compensation committee is responsible for establishing policy in regard to the determination of compensation of our directors and corporate executive officers. In addition, the committee determines the contents of the compensation of the individual directors and corporate executive officers in accordance with this policy. The committee also deliberates on the policies for determining the compensation of directors and officers of our major subsidiaries, and the contents of compensation of individual executive officers of the Company.

Under the Companies Act, we are required to have a compensation committee that consists of members of our board of directors, and the majority of the members must be outside directors. Currently, the chairman of the compensation committee is Katsuyoshi Shinbo, who is an outside director. Other outside directors on the compensation committee are Yoshinobu Tsutsui, Eriko Sakurai and Jenifer Rogers. Other directors on the compensation committee are Takeshi Kunibe, the chairman of the board, and Toru Nakashima, our president.

Our compensation committee held 7 meetings during the fiscal year ended March 31, 2024. The average attendance rate was 100%.

### **Risk committee**

The risk committee, which we have voluntarily established, is responsible for matters relating to environmental and risk awareness, the operation of our risk appetite framework, and the implementation of risk management systems as well as other important matters pertaining to risk management and reporting to the board of directors on these matters.

## **Sustainability committee**

The sustainability committee, which we have voluntarily established, deliberates with and gives advice to the board of directors on the progress of the sustainability initiatives of the SMBC Group, domestic and overseas sustainability trends, and other matters related to sustainability.

## **Corporate executive officers**

Under the Companies Act, a company with three statutory committees must have one or more corporate executive officers. We currently have thirteen corporate executive officers. All corporate executive officers are elected by our directors at a board of directors meeting. The term of office of a corporate executive officer expires upon conclusion of the first board of directors meeting called after conclusion of the ordinary general meeting of shareholders for the last business year ending within one year from the time of their election. The board of directors shall appoint representative corporate executive officers from among the corporate executive officers.

Our President and Group CEO executes business affairs in accordance with resolutions adopted by the board of directors. Our deputy presidents and corporate executive officers, senior managing corporate executive officers and managing corporate executive officers assist the President and Group CEO in the management of our day-to-day operations. Our chairman of the board serves as the chairman of and presides over our board of directors. This is done in order to separate the role of our president, whose responsibility is to exercise overall supervision of our business activities and SMBC Group companies, from the role of our chairman.

At the operational level, we have created the Management Committee to act as the top decision-making body with respect to business administration and management supervision of the entire SMBC Group. The committee is chaired by the President and Group CEO with other members including our corporate executive officers and other officers designated by the President and Group CEO. The President and Group CEO considers important matters relating to the execution of business in accordance with the basic policies set by the board of directors and based on discussions held by the committee members.

## **Corporate Governance Practices**

For the purpose of protecting the interests of shareholders in general, some Japanese securities exchanges, including the Tokyo Stock Exchange, requires a listed company to have, from amongst its outside directors or outside corporate auditors, at least one independent director or corporate auditor who does not have conflicting interests with shareholders as specified under the rule. All companies on these securities exchanges are required to report the name of such independent director or corporate auditor, which is disclosed to the public. In addition, the Japan's Corporate Governance Code ("Corporate Governance Code") formulated by the Tokyo Stock Exchange, which establishes fundamental principles for effective corporate governance at listed companies in Japan, provides that companies listed on the Prime Market should appoint at least one-third of their directors as independent directors and companies listed on other markets should appoint at least two independent directors. The independence standard for such independent directors will be determined by the subject listed company taking into consideration the independence standards of the Japanese stock exchanges. In consideration of the Corporate Governance Code, we also established the SMFG Corporate Governance Guideline which provides that more than half of the directors, and at least two of them, will be elected as independent outside directors. We designated all seven outside directors as independent directors.

Companies listed on the NYSE, must comply with certain corporate governance standards provided under Section 303A of the NYSE Listed Company Manual. However, NYSE-listed companies that are foreign private issuers, including us, are permitted to follow home country practices in lieu of certain provisions of Section 303A if such foreign private issuers meet certain criteria. See "Item 16G. Corporate Governance" for a summary of significant ways in which our corporate governance practices differ from those required to be followed by NYSE-listed U.S. companies.



## Exemption from Liability

Under the Companies Act and our articles of incorporation, we may exempt our non-executive directors, etc. from liabilities to us arising in connection with their failure to execute their duties, within the limits stipulated by applicable laws and regulations. Pursuant to such authority, we have entered into a liability limitation agreement with each outside director, etc. which limits the maximum amount of their liability to the Company arising in connection with a failure to execute their duties to the greater of either ¥10 million or the minimum liability amount prescribed in applicable laws.

## Benefits upon Termination of Employment

Neither we nor our subsidiaries maintain any directors' service contracts providing for benefits upon termination of employment.

### 6.D. EMPLOYEES

At March 31, 2024, 2023 and 2022, on a consolidated basis, we had approximately 120,000, 106,000 and 101,000 employees, respectively, including locally hired staff in our foreign offices but excluding temporary employees. We also had an average of approximately 9,600 temporary employees during the fiscal year ended March 31, 2024.

The following tables show our full-time employees at March 31, 2024 on a consolidated basis under Japanese GAAP broken down based on business segment and geographical location:

	Percentage of full-time employees at March 31, 2024
<b>Business segment:</b>	
Wholesale Business Unit .....	7%
Retail Business Unit .....	24
Global Business Unit .....	54
Global Markets Business Unit .....	1
Head office account and others .....	14
Total .....	100%
<b>Location:</b>	
Japan .....	46%
Americas .....	4
Europe and Middle East .....	2
Asia and Oceania .....	48
Total .....	100%

Approximately half of our employees are members of workers' unions, which negotiate with management concerning remuneration and working conditions. We consider our labor relations to be good.

We consider our level of remuneration, fringe benefits (including an employee share ownership program), working conditions and other allowances, which include lump-sum payments and annuities to employees upon retirement, to be generally competitive with those offered by other large enterprises in Japan.

## 6.E. SHARE OWNERSHIP

### Shareholdings by Directors and Senior Management

The following table shows the number of shares of our common stock owned by our directors and corporate executive officers at June 27, 2024:

	<u>Number of shares owned<sup>(1)</sup></u>
<b>Directors and corporate executive officers:</b>	
Takeshi Kunibe .....	99,623
Toru Nakashima .....	41,191
Teiko Kudo .....	34,401
Fumihiko Ito .....	27,065
Toshihiro Isshiki .....	29,979
Yoshiyuki Gono .....	18,405
Shozo Yamazaki .....	1,900
Sonosuke Kadonaga .....	—
Yoshinobu Tsutsui .....	—
Katsuyoshi Shinbo .....	3,800
Eriko Sakurai .....	5,700
Charles D. Lake II .....	—
Jenifer Rogers .....	100
Muneo Kanamaru .....	30,472
Masamichi Koike .....	35,460
Takashi Yamashita .....	31,166
Jun Uchikawa .....	28,666
Yoshihiro Hyakutome .....	33,025
Takeshi Mikami .....	39,473
Keiichiro Nakamura .....	30,577
Akio Isowa .....	24,418
Takashi Kobayashi .....	27,780
Natsuhiro Samejima .....	18,908

- (1) Number of shares owned includes shares allotted under our compensation plans utilizing restricted stock. For further information, see “Stock Option Plans and Other Remuneration for Directors and Senior Management—Compensation Plans Utilizing Restricted Stock” in this section.

None of our directors or corporate executive officers is the owner of more than one percent of our common stock, and no director or corporate executive officers has voting rights with respect to our common stock that are different from any other holder of our common stock.

## Stock Option Plans and Other Remuneration for Directors and Senior Management

### *Stock Option Plans*

The following table provides an overview of the significant terms and conditions of the SMFG Stock Acquisition Rights, that we issued prior to the revision of our executive compensation policy in July 2017 (discussed below):

	<u>Date of resolution</u>	<u>Number of grantees</u>	<u>Shares granted</u>	<u>Exercise period</u>	<u>Exercise price</u>
SMFG Stock Acquisition Rights (1st series)	July 28, 2010	82 directors, corporate auditors and executive officers of SMFG and SMBC	102,600 shares of common stock of the Company	August 13, 2010 to August 12, 2040	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted
SMFG Stock Acquisition Rights (2nd series)	July 29, 2011	85 directors, corporate auditors and executive officers of SMFG and SMBC	268,200 shares of common stock of the Company	August 16, 2011 to August 15, 2041	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted
SMFG Stock Acquisition Rights (3rd series)	July 30, 2012	85 directors, corporate auditors and executive officers of SMFG and SMBC	280,500 shares of common stock of the Company	August 15, 2012 to August 14, 2042	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted
SMFG Stock Acquisition Rights (4th series)	July 29, 2013	82 directors, corporate auditors and executive officers of SMFG and SMBC	115,700 shares of common stock of the Company	August 14, 2013 to August 13, 2043	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted
SMFG Stock Acquisition Rights (5th series)	July 30, 2014	82 directors, corporate auditors and executive officers of SMFG and SMBC	121,900 shares of common stock of the Company	August 15, 2014 to August 14, 2044	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted
SMFG Stock Acquisition Rights (6th series)	July 31, 2015	83 directors, corporate auditors and executive officers of SMFG and SMBC	132,400 shares of common stock of the Company	August 18, 2015 to August 17, 2045	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted

	<u>Date of resolution</u>	<u>Number of grantees</u>	<u>Shares granted</u>	<u>Exercise period</u>	<u>Exercise price</u>
SMFG Stock Acquisition Rights (7th series)	July 26, 2016	89 directors, corporate auditors and executive officers of SMFG and SMBC	201,200 shares of common stock of the Company	August 15, 2016 to August 14, 2046	¥1 per share granted upon exercise of each stock acquisition right, multiplied by the number of shares granted

### ***Compensation Plans Utilizing Restricted Stock***

In July 2017, our compensation committee resolved to revise our executive compensation policy and to introduce new stock compensation plans that utilize restricted stock, while discontinuing the issuance of new stock options.

The plans consist of Stock Compensation Plan I (“Plan I”), which determines remuneration primarily based on our medium-term performance, Stock Compensation Plan II (“Plan II”), which determines remuneration primarily based on our annual performance and Stock Compensation Plan III (“Plan III”), which determines remuneration primarily based on corporate title.

Plan I (medium-term performance share plan) has an evaluation period of three years, corresponding with our medium-term management plan. Executives are initially allotted shares of restricted stock equivalent to the monetary amount determined based on the executive’s corporate title. After the completion of the evaluation period, our compensation committee reviews the progress of our medium-term management plan, performance of our common stock, and results of customer satisfaction surveys and other factors, to determine a final amount to be released from transfer restrictions. Furthermore, we have incorporated quantitative indicators related to sustainability from the fiscal year ended March 31, 2024. In case the final amount falls below the initial amount, we retrieve all or part of the allotted shares at no cost.

Under Plan II (annual performance share plan), executives are allotted shares of restricted stock equivalent to a certain portion of the monetary amount determined based on the annual performance of SMFG, as well as on the individual performance of the executives reviewed both from short-term and medium-to-long-term perspectives. The remainder is paid to the executives as a cash bonus. Transfer restrictions on these shares are released evenly over the three-year period following the year of allotment. Furthermore, we have incorporated qualitative and quantitative indicators related to environment, social, and governance (“ESG”) initiatives into executive compensation schemes to accelerate sustainability management from the fiscal year ended March 31, 2023.

Under Plan III (promotion reward plan), executives are allotted shares of restricted stock equivalent to pre-determined compensation amounts per title, reflecting the increased responsibilities derived from promotions. Restrictions shall apply to the shares until the earlier of 30 years from allotment or when the executive retires from office.

The eligible executives for the plans are directors (excluding outside directors), corporate executive officers and executive officers, etc. of SMFG, directors (excluding outside directors) and executive officers, etc. of SMBC and representative corporate executive officers of certain of our subsidiaries.

The allotment agreements that we enter into with executives under the plans restrict disposal of the allotted shares in any manner, including transfers of ownership or granting of security interest and, also provide that we may retrieve all or part of the allotted shares at no cost in case our compensation committee reaches certain decisions such as the non-achievement of financial targets. The agreements also include provisions for forfeiture and claw-back of vested stock in order to restrain excessive risk-taking and foster a prudent risk culture expected of a financial institution.

The following table provides details of the issuance and allotment of new shares under our stock compensation plans from April 1, 2021 to March 31, 2024:

<u>Date of issue</u>	<u>Issue price</u>	<u>Class and total number of shares issued</u>	<u>Allottees and number of shares to be allotted</u>
July 26, 2021	¥3,749 per share	322,041 shares of common stock of the Company	<p>Directors of SMFG: 4 persons 9,930 shares</p> <p>Corporate executive officers of SMFG: 13 persons 14,998 shares</p> <p>Executive officers, etc. of SMFG: 42 persons 30,275 shares</p> <p>Directors of SMFG's subsidiaries: 10 persons 18,345 shares</p> <p>Executive officers, etc. of SMFG's subsidiaries: 96 persons 248,493 shares</p>
July 26, 2022	¥4,004 per share	329,092 shares of common stock of the Company	<p>Directors of SMFG: 4 persons 7,984 shares</p> <p>Corporate executive officers of SMFG: 15 persons 17,296 shares</p> <p>Executive officers, etc. of SMFG: 38 persons 28,476 shares</p> <p>Directors of SMFG's subsidiaries: 15 persons 36,522 shares</p> <p>Executive officers, etc. of SMFG's subsidiaries: 113 persons 238,814 shares</p>
July 25, 2023	¥6,281 per share	477,890 shares of common stock of the Company	<p>Directors of SMFG: 5 persons 32,198 shares</p> <p>Corporate executive officers of SMFG: 16 persons 34,263 shares</p> <p>Executive officers, etc. of SMFG: 41 persons 45,478 shares</p> <p>Directors of SMFG's subsidiaries: 19 persons 70,146 shares</p> <p>Executive officers, etc. of SMFG's subsidiaries: 106 persons 295,805 shares</p>

### ***Employee Stock Ownership Associations***

We have employee stock ownership associations in Japan for our and our subsidiaries' employees. Members of the employee stock ownership associations set aside certain amounts from their monthly salary to purchase our common stock through the relevant employee stock ownership association. The administrator of each association makes open-market purchases of our common stock for the account of the association on a monthly basis. We and our

subsidiaries contribute matching funds equivalent to 10% or 5% of the amount purchased by the relevant association. At March 31, 2024, none of the employee stock ownership associations held more than 1% of our common stock.

### ***Employee Stock Ownership Plan***

On March 27, 2024, we announced the introduction of a share-based compensation plan for employees of SMBC. The plan is an incentive scheme that establishes an Employee Stock Ownership Plan (“ESOP”) trust which is funded by cash contributed by SMBC (via SMFG). The shares of our common stock acquired by the ESOP trust will be granted to SMBC employees upon their retirement based on the number of points earned by each employee. According to the rules of the share-based compensation plan for employees established by SMBC’s board of directors, the number of points granted to employees is linked to their grade and the business performance of SMFG. In this system, the compensation is linked to the SMFG share price over the medium-to-long-term, so that employees are incentivized to enhance the corporate value of the SMBC Group over the medium-to-long term. The plan is implemented initially for certain general managers in SMBC. However, we are planning to extend the plan to other SMBC Group companies to foster a sense of unity among SMBC Group companies and expand the scope of the system within SMBC.

### **6.F. DISCLOSURE OF A REGISTRANT’S ACTION TO RECOVER ERRONEOUSLY AWARDED COMPENSATION**

Not applicable.



## Item 7. Major Shareholders and Related Party Transactions

### 7.A. MAJOR SHAREHOLDERS

#### Major Shareholders

Our major shareholders, appearing on our register of common shareholders at March 31, 2024, were as follows:

Name:	Number of shares held <sup>(2)</sup>	Percentage of shares issued <sup>(1)(2)</sup>
The Master Trust Bank of Japan, Ltd. (Trust Account) . . . . .	215,056,200	16.36%
Custody Bank of Japan, Ltd. (Trust Account) . . . . .	80,791,600	6.14%
STATE STREET BANK WEST CLIENT—TREATY 505234 . . . . .	25,863,627	1.96%
JPMorgan Securities Japan Co., Ltd. . . . .	22,110,911	1.68%
NATSCUMCO . . . . .	20,191,153	1.53%
JP MORGAN CHASE BANK 385781 . . . . .	17,410,293	1.32%
SSBTC CLIENT OMNIBUS ACCOUNT . . . . .	15,654,072	1.19%
Barclays Securities Japan Limited. . . . .	15,580,100	1.18%
STATE STREET BANK AND TRUST COMPANY 505223 . . . . .	13,207,900	1.00%
STATE STREET BANK AND TRUST COMPANY 505001 . . . . .	12,862,232	0.97%

- (1) Percentages are calculated based on the total number of shares of common stock then issued, excluding our treasury stock, and have been truncated to the nearest second decimal point.
- (2) On February 5, 2024, Sumitomo Mitsui Trust Holdings, Inc. filed a Schedule 13G/A with the SEC, indicating that Sumitomo Mitsui Trust Holdings, Inc. and its subsidiaries beneficially held 74,480,400 shares of our common stock, representing 5.57% of our outstanding common stock at December 31, 2023. On February 5, 2024, BlackRock, Inc. filed a Schedule 13G/A with the SEC, indicating that BlackRock, Inc. and its subsidiaries beneficially held 99,768,992 shares of our common stock, representing 7.46% of our outstanding common stock at December 31, 2023.

Our major shareholders do not have different voting rights.

#### Shareholders in the United States

Because some of our common stock was held by brokers or other nominees, the number of shares held by and the number of beneficiary holders with addresses in the United States is not fully ascertainable. At March 31, 2024, there were 254 record holders of our common stock with addresses in the United States, whose shareholdings represented approximately 15% of our outstanding common stock on that date.

#### Control of the Company

To our knowledge, we are not directly or indirectly owned or controlled by any another corporation(s), by any foreign government or by any other natural or legal person(s), severally or jointly.

#### Arrangements for Change in Control of the Company

We know of no arrangements the operation of which may at a later time result in a change of control.

### 7.B. RELATED PARTY TRANSACTIONS

We and our banking subsidiaries had, and expect to have in the future, banking transactions and other transactions in the ordinary course of business with our related parties. For the fiscal year ended March 31, 2024, such transactions

included, but were not limited to, loans, deposits and guarantees. Furthermore, such transactions were immaterial and were made at prevailing market rates, terms and conditions, and did not involve more than the normal risk of collectability or present other unfavorable features.

During the fiscal year ended March 31, 2024, none of our directors or corporate executive officers, and none of the close members of their respective families, had any transactions that were material or any transactions that were unusual in their nature or conditions, involving goods, services or tangible or intangible assets, to which we were a party, and no such transactions were proposed at March 31, 2024. During the fiscal year ended March 31, 2024, we made no loans to our directors or corporate executive officers other than those that were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and did not involve more than the normal risk of collectability or present other unfavorable features.

#### **7.C. INTERESTS OF EXPERTS AND COUNSEL**

Not applicable.

### **Item 8. Financial Information**

#### **8.A. CONSOLIDATED STATEMENTS AND OTHER FINANCIAL INFORMATION**

##### **Financial Statements**

All relevant financial statements are attached hereto. See “Item 18. Financial Statements.” See “Item 5.A. Operating Results—Reconciliation with Japanese GAAP” for a reconciliation of consolidated net profit and total equity for the fiscal year ended March 31, 2024 under IFRS, with those amounts under Japanese GAAP.

##### **Export Sales**

Not applicable.

##### **Legal Proceedings**

We are party to routine litigation incidental to our business, none of which is currently expected to have a material adverse effect on our financial condition or results of operations. However, there can be no assurance that an adverse decision in one or more of these lawsuits will not have a material adverse effect.

In addition, on February 13, 2023, our wholly-owned broker-dealer subsidiary, SMBC Nikko Securities, was convicted of certain violations under the Financial Instruments and Exchange Act in a proceeding before the Tokyo District Court. See “Item 3.D. Risk Factors—Risks Related to Our Business—Our business could be adversely affected by litigation and regulatory proceedings globally.”

##### **Dividend Policy and Dividends**

The declaration, payment and determination of any year-end dividend are subject to the approval of shareholders of our common stock at our general meeting of shareholders and to statutory restrictions. The declaration, payment and determination of the amount of any interim dividend require a resolution of our board of directors and are subject to statutory restrictions. Dividend payments are made to shareholders or pledgees of record at the record dates for each payment. March 31 is the record date for year-end dividends and September 30 is the record date for interim dividends. The payment of year-end and interim dividends on common stock is subject to prior payment of dividends on our preferred stock, if any.

We have a basic policy of enhancing shareholder value in a sustainable manner by balancing financial soundness, return to shareholders, and investment for growth. We adopt a progressive dividend policy, which

does not reduce dividends and at least maintains or increases dividends each year, supported by our sustainable earnings growth, and aim to maintain a dividend payout ratio of 40% on a consolidated net profit basis under Japanese GAAP by the end of the current medium-term management plan.

The following table shows historical aggregate dividend payments per share of our common stock for each of the fiscal years from the fiscal year ended March 31, 2022 through the fiscal year ended March 31, 2024:

		<b>Dividend per share</b>	
		<b>Paid<sup>(1)</sup></b>	<b>Declared<sup>(2)</sup></b>
<b>Fiscal year ended March 31,</b>			
2022	¥	210	¥ 200
2023		240	220
2024		270	260

- (1) Dividend per share based on dividends in respect of each fiscal year including dividends proposed after current fiscal year-end but not recognized in the financial statements and excluding dividends in respect of the previous fiscal year declared in the current fiscal year.  
(2) Dividend per share based on dividends declared and recognized in the financial statements during each fiscal year.

## **8.B. SIGNIFICANT CHANGES**

Except as otherwise described in this annual report, no significant change in our financial position has occurred since the date of the financial statements included elsewhere in this annual report.

## **Item 9. The Offer and Listing**

### **9.A. OFFER AND LISTING DETAILS**

#### **Offering Details**

Not applicable.

#### **Trading Markets for Our Shares**

See “Item 9.C. Markets” for information on the stock exchanges on which our common stock is listed.

### **9.B. PLAN OF DISTRIBUTION**

Not applicable.

### **9.C. MARKETS**

The primary trading market for our common stock is the Tokyo Stock Exchange (Prime Market), and our common stock is also listed on the Nagoya Stock Exchange (Premier Market). Our common stock is quoted under the Securities Code “8316.” Our common stock is not listed on any stock exchange outside of Japan.

Our ADSs have been listed on the NYSE since November 1, 2010 and are quoted under the ticker symbol “SMFG.”

### **9.D. SELLING SHAREHOLDERS**

Not applicable.

#### **9.E. DILUTION**

Not applicable.

#### **9.F. EXPENSES OF THE ISSUE**

Not applicable.

### **Item 10. Additional Information**

#### **10.A. SHARE CAPITAL**

Not applicable.

#### **10.B. MEMORANDUM AND ARTICLES OF INCORPORATION**

Set out below is information concerning our share capital, including a summary of provisions of our articles of incorporation and share handling regulations and of the Companies Act relating to joint stock corporations (*kabushiki-kaisha*) and related legislation, each as currently in effect.

#### **Register and Entry, Objects and Purposes of the Company**

The Company is a joint stock corporation (*kabushiki-kaisha*) incorporated in Japan under the Companies Act (*kaishaho*) of Japan. It is registered in the commercial register (*shogyo-tokibo*) maintained by the Chiyoda Branch Office of the Tokyo Bureau of Legal Affairs.

Article 2 of our articles of incorporation provides that our purpose is to engage in the following business activities:

- management of banks and other corporations which are permitted to become, or to be established as, subsidiaries under the Banking Act and any business incidental thereto; and
- in addition to the businesses provided in the foregoing item, any business in which a bank holding company is permitted to engage under the Banking Act.

#### **Provisions Relating to Directors**

We have adopted a company with three statutory committees system of corporate governance. The Companies Act requires the board of directors to decide on the execution of operations of a company, including basic management policy, and supervise the execution of duties by corporate executive officers. In addition, the board of directors may delegate decisions on the execution of the operations to corporate executive officers, to the extent permitted by the Companies Act. The Companies Act and our articles of incorporation, bylaws and associated internal rules issued pursuant to the articles provide in summary as follows:

- a director is not entitled to vote on a proposal or arrangement or contract in which the director has a special interest;
- the amount of compensation to each of our directors is determined by the compensation committee, which consists of members of our board of directors, the majority of whom must be outside directors;
- the board of directors has authority to approve transactions between the directors and us;
- there are no provisions requiring the mandatory retirement of directors at a specified age; and
- share ownership is not required in order to be eligible to serve as a director.

## **Rights, Preferences and Restrictions of the Shares**

A joint stock corporation is a legal entity incorporated under the Companies Act. The rights of shareholders of a joint stock corporation are represented by shares of stock in the corporation, and shareholders' liability is limited to the amount of the subscription for the shares.

We may issue shares within our authorized but unissued share capital following a resolution by our board of directors. An increase in our authorized share capital requires an amendment of our articles of incorporation, which generally requires approval of our common and preferred shareholders, if any.

### ***Common Stock***

#### ***General***

Under the Act Concerning Book-Entry Transfer of Corporate Bonds, Shares and Other Securities ("Book-Entry Transfer Act"), the shares of all Japanese companies listed on any Japanese stock exchange, including our shares, are subject to a central clearing system of shares of Japanese listed companies.

Under the clearing system, a person must have an account at an account managing institution or at Japan Securities Depository Center, Inc. ("JASDEC") in order to purchase, hold, sell or otherwise dispose of listed shares. Account managing institutions include financial instruments traders (i.e., securities companies), banks, trust companies and certain other financial institutions which meet the requirements prescribed by the Book-Entry Transfer Act, and only those financial institutions that meet further stringent requirements of the Book-Entry Transfer Act can open accounts directly at JASDEC. Under the Book-Entry Transfer Act, any transfer of shares is effected through book entry, and title to the shares passes to the transferee at the time when the transferred number of the shares is recorded in the transferee's account at an account managing institution. The holder of an account at an account managing institution is presumed to be the legal owner of the shares held in such account.

Under the Companies Act and the Book-Entry Transfer Act, in order to assert shareholders' rights against us, a shareholder's name and address must be registered in our register of shareholders, except in limited circumstances. Under the clearing system, such registration is made upon our receipt of the necessary information from JASDEC. Nonresidents of Japan or non-Japanese corporations without a permanent establishment in Japan ("Nonresident Shareholders") are required to appoint a standing proxy in Japan or provide a mailing address in Japan. Each Nonresident Shareholder must give notice of a standing proxy or a mailing address to the relevant account managing institution. That notice will be forwarded to us through JASDEC. Japanese securities companies and commercial banks customarily act as standing proxies and provide related services for standard fees. Notices from us to Nonresident Shareholders are delivered to standing proxies or their mailing addresses in Japan.

Our transfer agent is Sumitomo Mitsui Trust Bank, Limited.

#### ***Distributions of Surplus***

As a holding company, we expect that most of our cash flow will come from dividends that SMBC pays us. Under some circumstances, various statutory or contractual provisions may restrict the dividends SMBC can pay us. For example, if SMBC does not have sufficient distributable amounts, it will be unable to pay dividends and we, in turn, may be unable to pay dividends on shares of our common stock. Therefore, our ability to pay dividends mainly depends on the financial performance of our principal operating subsidiary, SMBC.

Under the Companies Act, distribution of cash or other assets by a joint stock corporation to its shareholders, including dividends, takes the form of distributions of surplus (as described in "—Restriction on Distributions of Surplus"). We are permitted to make distributions of surplus to our shareholders any number of times per fiscal year, subject to limitations described in "—Restriction on Distributions of Surplus." Distributions of surplus are required in principle to be authorized by a resolution of a general meeting of shareholders. Distributions of surplus are, however, permitted pursuant to a resolution of the board of directors if:

- (1) our articles of incorporation so provide (our current articles of incorporation do not have a provision to that effect);

- (2) the normal term of office of our directors is no longer than one year (our current articles of incorporation provide that the normal term of office of our directors expires upon the close of the general meeting of shareholders to be held for the last fiscal year ending within one year after the election); and
- (3) our nonconsolidated annual financial statements and certain documents for the latest fiscal year fairly present our assets and profit or loss, as required by an ordinance of the Ministry of Justice.

In an exception to the above rule, even if the requirements described in (1) through (3) are not met, we are permitted to make distributions of surplus in cash to our shareholders by resolutions of the board of directors once per fiscal year if our articles of incorporation so provide. Our current articles of incorporation provide for distributions of surplus as interim dividends, the record date for which is September 30 of each year.

Distributions of surplus may be made in cash or in kind in proportion to the number of shares of common stock held by each shareholder. A resolution of a general meeting of shareholders or by the board of directors authorizing a distribution of surplus must specify the kind and aggregate book value of assets to be distributed, the manner of allocation of the assets to shareholders, and the effective date of the distribution. If a distribution of surplus is to be made in kind, we may, pursuant to a resolution of a general meeting of shareholders or by the board of directors, grant the right to our shareholders to require us to make the distribution in cash instead of in kind. If that right is not granted to shareholders, then the relevant distribution of surplus must be approved by a special resolution of a general meeting of shareholders.

Under our articles of incorporation, the record dates for annual dividends and interim dividends are March 31 and September 30, respectively, in each year. In Japan, both “ex-dividend” date (the date from which purchasers at shares through Japanese stock exchanges will not be entitled to the dividends to be paid to registered shareholders as any record date) and the record date for dividends precede the date of determination of the amount of the dividend to be paid. The ex-dividend date of the shares of common stock is generally the first business day prior to the record date. Under our articles of incorporation, we are not obligated to pay any distributions of surplus to be made in cash which have not been received after five years from the commencement date of those distributions.

#### *Restriction on Distributions of Surplus*

Payment of dividends on shares of common stock is also subject to the prior payment of dividends on shares of preferred stock, if any. In the event we pay an interim dividend on shares of our common stock, the interim dividend payment is also subject to the prior payment of interim dividends on the shares of preferred stock, if any.

When we make a distribution of surplus, we must set aside in our capital reserve or retained earnings reserve an amount equal to one-tenth of the amount of surplus so distributed as required by an ordinance of the Ministry of Justice.

The amount of surplus at any given time must be calculated in accordance with the following formula:

$$A + B + C + D - (E + F + G)$$

In the above formula:

- “A” = the total amount of other capital surplus and other retained earnings, each being the amount that appears on our nonconsolidated balance sheet as of the end of the last fiscal year;
- “B” = if we have disposed of treasury stock after the end of the last fiscal year, the amount of the consideration for that treasury stock received by us less the book value thereof;
- “C” = if we have reduced our stated capital after the end of the last fiscal year, the amount of that reduction less the portion thereof that has been transferred to capital reserve or retained earnings reserve, if any;
- “D” = if we have reduced our capital reserve or retained earnings reserve after the end of the last fiscal year, the amount of that reduction less the portion thereof that has been transferred to stated capital, if any;
- “E” = if we have cancelled treasury stock after the end of the last fiscal year, the book value of that treasury stock;
- “F” = if we have distributed surplus to our shareholders after the end of the last fiscal year, the total book value of the surplus so distributed; and
- “G” = other amounts set forth in an ordinance of the Ministry of Justice, including:
- if we have reduced surplus and increased our stated capital, capital reserve or retained earnings reserve after the end of the last fiscal year, the amount of that reduction; and
  - if we have distributed surplus to shareholders after the end of the last fiscal year, the amount set aside in our capital reserve or retained earnings reserve, if any, as required by ordinances of the Ministry of Justice.

The aggregate book value of surplus distributed by us may not exceed a prescribed distributable amount as calculated on the effective date of the distribution. Our prescribed distributable amount at any given time shall be the amount of surplus less the aggregate of (a) the book value of our treasury stock, (b) the amount of consideration for any treasury stock we disposed of after the end of the last fiscal year, (c) the sum of net unrealized losses on other securities and unrealized losses on land valuation, and (d) other amounts set forth in an ordinance of the Ministry of Justice, including (if the sum of one-half of our goodwill and deferred assets exceeds the total of the stated capital, capital reserve and retained earnings reserve, each being the amount in our nonconsolidated balance sheet at the end of the last fiscal year) all or a certain part of the exceeding amount as calculated in accordance with the ordinances of the Ministry of Justice. If we have prepared interim financial statements in accordance with the ordinances of the Ministry of Justice as described below, and if the interim financial statements have been approved by the board of directors or (if so required) by a general meeting of shareholders, then the prescribed distributable amount must be adjusted to take into account the amount of profit or loss, and the amount of consideration for any of our treasury stock disposed of by us, during the period for which the interim financial statements have been prepared. We will be permitted to prepare nonconsolidated interim financial statements consisting of a balance sheet at any date subsequent to the end of the last fiscal year and an income statement for the period from the first day of the current fiscal year to the date of the balance sheet. Interim financial statements so prepared by us must be audited by our audit committee and accounting auditors, as required by an ordinance of the Ministry of Justice.

### *Voting Rights*

Holders of shares of common stock have one voting right for each unit of shares held by them. Except as otherwise provided by law or by our articles of incorporation, a resolution can be adopted at a general meeting of shareholders by the holder of a majority of the total number of the voting rights represented at the meeting. In our articles of incorporation the quorum to elect directors is one-third of the total number of voting rights. Our shareholders are not entitled to cumulative voting in the election of directors. Our shareholders may cast their



votes by mail or via the internet. Our shareholders may also exercise their voting rights through proxies, provided that the proxies are also holders of shares with voting rights.

The Companies Act provides that certain important matters shall be approved by a special resolution of a general meeting of shareholders. Under our articles of incorporation, the quorum for a special resolution is one-third of the total number of voting rights and the approval of at least two-thirds of the voting rights represented at the meeting is required for adopting a special resolution. Important matters include:

- amending the articles of incorporation (except for amendments that may be authorized by the board of directors under the Companies Act);
- reducing stated capital which meets certain requirements, with some exceptions;
- dissolving, merging or consolidating requiring shareholders' approval;
- establishing a parent and a wholly owned subsidiary relationship by way of a share transfer (*kabushiki-iten*) or share exchange (*kabushiki-kokan*), or establishing of a parent and subsidiary relationship by way of a partial share exchange (*kabushiki-kofu*), requiring shareholders' approval;
- transferring the whole or a substantial part of our business;
- transferring all or part of the shares of a subsidiary which meets certain requirements;
- taking over the whole business of another company requiring shareholders' approval;
- corporate split requiring shareholders' approval;
- consolidating shares of common stock;
- acquiring shares of common stock from a specific shareholder other than one of our subsidiaries;
- issuing or transferring new shares or existing shares held by us as treasury stock to persons other than the shareholders at a specially favorable price;
- issuing stock acquisition rights (including those incorporated in bonds with stock acquisition rights) to persons other than the shareholders under specially favorable conditions;
- exempting some liability of a director or corporate executive officer; and
- distributing surplus in-kind if shareholders are not granted the right to require us to make a distribution in cash instead of in-kind.

#### *Capital and Reserves*

When we issue new shares, the amount of the cash or assets paid or contributed by subscribers for new shares (with some exceptions) is required to be accounted for as stated capital, although we may account for an amount not exceeding one-half of the cash or assets as capital reserve by resolutions of the board of directors.

We may reduce our capital reserve or retained earnings reserve generally by resolution of a general meeting of shareholders. We may account for the whole or any part of the reduction as stated capital if we so decide by the same resolution. On the other hand, we may reduce our stated capital generally by special resolution of a general meeting of shareholders and may account for the whole or any part of the reduction as capital reserve if we so decide by the same resolution. We may reduce our surplus and increase either (1) stated capital or (2) capital reserve and/or retained earnings reserve by the same amount, in either case by resolution of a general meeting of shareholders.

#### *Stock Splits*

We may at any time split our outstanding shares of common stock into a greater number of shares of common stock by resolution of the board of directors. When a stock split is to be made, so long as our only class of outstanding stock is the common stock, we may increase the number of authorized shares in the same ratio as

that of the stock split by amending our articles of incorporation. We may effect such an amendment by resolution of the board of directors without shareholder approval.

We must give public notice of a stock split, specifying the record date therefore, not less than two weeks prior to the record date.

#### *Unit Share System*

We have a unit share system, under which 100 shares of our common stock constitute one unit. Under the unit share system, shareholders have one voting right for each unit of shares held by them at a general meeting of shareholders, and shares constituting a fractional unit carry no voting rights. Under our articles of incorporation, the holders of shares constituting a fractional unit do not have shareholder rights except for those specified in the Companies Act or an ordinance of the Ministry of Justice, which include the rights (1) to receive dividends, (2) to receive cash or other assets in case of consolidation or split of shares, share exchange or share transfer, or merger, or (3) to be allotted rights to subscribe for free new shares and stock acquisition rights when those rights are granted to shareholders. We may cease to use the unit share system by amendment to the articles of incorporation without shareholders' approval even though amendments to the articles of incorporation generally require a special resolution of the general meeting of shareholders.

A holder of shares of our common stock constituting less than one unit may at any time request us to purchase those shares. In addition, a holder of shares of our common stock constituting less than one unit may at any time request us to sell to it the number of shares necessary to raise its share ownership to a whole unit. Under the clearing system operated by JASDEC, such request must be made through the financial institution where the shareholder has opened its account.

The price at which shares of our common stock constituting less than one unit will be purchased or sold by us pursuant to such request will be equal to either (a) the closing price of shares of our common stock reported by the Tokyo Stock Exchange on the day when such request is received by our transfer agent, or (b) if no sale takes place on the Tokyo Stock Exchange on that day, the price at which sale of such shares is executed on the Tokyo Stock Exchange immediately thereafter. Pursuant to our share handling regulations, an amount equal to the applicable brokerage commission will be deducted from the price so determined.

Under the new clearing system, shares constituting less than one unit are transferable. Under the rules of the Japanese stock exchanges, however, shares constituting less than one unit do not comprise a trading unit, except in limited circumstances, and accordingly, may not be sold on the Japanese stock exchanges.

#### *Liquidation Rights*

In the event of our liquidation, the assets remaining after payment of all debts, liquidation expenses, taxes and required distribution payments to preferred shareholders, if any, will be distributed among shareholders of common stock in proportion to the respective number of shares which they hold. For liquidation preference for residual assets to the holders of preferred stock, see “—Preferred Stock—Liquidation Rights.”

#### *Redemption Provisions and Sinking Fund Provisions*

Our common stock has no redemption provisions or sinking fund provisions.

#### *Liability to Further Calls or Assessments*

Our shares of common stock outstanding, including shares represented by the ADSs, are fully paid and nonassessable.

### *Legal Restrictions on Acquisitions of Shares*

The FIEA and its related regulations require any person who has become solely or jointly a beneficial holder of more than 5% of the total issued shares of capital stock of a company listed on any Japanese stock exchange, to file with the director of an appropriate local finance bureau of the Ministry of Finance within five business days a report concerning the shareholdings. With some exceptions, a similar report must also be filed in respect of any subsequent change of 1% or more in those holdings or any change in material matters set out in reports previously filed. For this purpose, shares issuable to a holder upon conversion of convertible securities or exercise of share subscription warrants or stock acquisition rights are taken into account in determining both the number of shares held by such holder and the issuer's total issued share capital. Copies of each report must also be furnished to all the Japanese stock exchanges on which the shares are listed.

Under the Banking Act, a person who desires to hold 20% (in some exceptional cases, 15%) or more of the voting rights of a bank is required to obtain advance approval of the FSA Commissioner. In addition, any person who becomes a holder of more than 5% of the voting rights of a bank holding company or a bank must report the ownership of the voting rights to the director of an appropriate local finance bureau within five business days. This requirement is separate from the significant shareholdings report required under the FIEA. See "Item 4.B. Business Overview—Regulations in Japan—Regulations for Stabilizing the Financial System—Examination and Reporting Applicable to Shareholders of a Bank."

### *Subscription Rights*

Holders of shares of our common stock have no preemptive rights. Authorized but unissued shares of common stock may be issued at the times, and upon the terms the board of directors determines, subject to the limitations as to the issuance of new shares of common stock at a specially favorable price mentioned in "—Voting Rights" above. The board of directors may, however, determine that the holders of shares of common stock be given subscription rights to new shares of common stock, in which case they must be given on uniform terms to all holders of shares of common stock at a record date of which not less than two weeks' prior public notice must be given. Each of the shareholders to whom subscription rights is given must also be given at least two weeks' prior notice of the date on which the rights expire.

### *Stock Acquisition Rights*

We may issue stock acquisition rights (*shinkabu-yoyakuken*). Holders of stock acquisition rights are entitled to acquire shares from us upon payment of the applicable exercise price and subject to other terms and conditions thereof. We may also issue bonds with stock acquisition rights (*shinkabu-yoyakuken-tsuki-shasai*). The issuance of stock acquisition rights and bonds with stock acquisition rights may be authorized by the board of directors unless it is made under specially favorable conditions, as described in "—Voting Rights."

### *Record Date*

March 31 is the record date for the payment of year-end dividends and the determination of shareholders entitled to vote at the ordinary general meeting of shareholders. September 30 is the record date for payment of interim dividends. In addition, by determination by corporate executive officers under the authority delegated by the board of directors and after giving at least two weeks' prior public notice, we may at any time set a record date in order to determine the shareholders who are entitled to certain rights pertaining to the common stock.

Under the Book-Entry Transfer Act, we are required to give notice of each record date to the JASDEC at least two weeks prior to such record date. The JASDEC is required to give us notice of the names and addresses of our shareholders, the numbers of shares held by them, and other relevant information at a record date promptly after we set it.

### *Our Acquisition of Our Own Shares of Common Stock*

We may acquire shares of our common stock (1) by way of purchase on any Japanese stock exchange on which shares of our common stock are listed, or by way of a tender offer (in either case, pursuant to an ordinary resolution of a general meeting of shareholders or a resolution of the board of directors), (2) from a specific shareholder other than any of our subsidiaries (pursuant to a special resolution of a general meeting of shareholders), or (3) from any of our subsidiaries (pursuant to a resolution of the board of directors). In the case of (2) above, any other shareholder may make a request to a director, at least five days prior to the relevant general meeting of shareholders, to include the shareholder as a seller in the proposed purchase. However, that right is not available if the purchase price or any other consideration to be received by the relevant specific shareholder does not exceed the then market price of the shares to be purchased from the shareholder.

The total amount of the purchase price of shares of common stock may not exceed the prescribed distributable amount, as described in “—Common Stock—Restriction on Distributions of Surplus.”

We may hold the shares of common stock acquired, and may generally dispose of or cancel those shares by resolution of the board of directors.

### *Disposal of Shares of Our Common Stock Held by Shareholders Whose Location Is Unknown*

We are not required to send notices to a shareholder if notices have failed to arrive for five consecutive years or more at his or her address in our register of shareholders unless we are notified of a new address. If the shareholder also fails to receive distributions of surplus on the shares for five or more consecutive years at his or her address in our register of shareholders or otherwise as specified, then we may in general dispose of those shares at their then-market price and hold or deposit the proceeds of that disposal on behalf of that shareholder.

### ***Preferred Stock***

The following is a summary of information concerning provisions of our articles of incorporation.

#### *General*

At the date of this annual report, under our articles of incorporation, we are authorized to issue 167,000 shares of Type 5 preferred stock, 167,000 shares of Type 7 preferred stock, 115,000 shares of Type 8 preferred stock and 115,000 shares of Type 9 preferred stock. In June 2013, our articles of incorporation were amended to delete the provisions regarding Type 6 preferred stock, as these provisions have become unnecessary.

In March 2005, we issued 70,001 shares of our 1st series Type 6 preferred stock for an aggregate issue price of ¥210 billion. The Type 6 preferred stock was allocated using a third-party allocation of shares at a price of ¥3,000,000 per share, ¥1,500,000 of which was accounted for as stated capital. Sumitomo Life Insurance Company acquired 23,334 shares, Nippon Life Insurance Company acquired 20,000 shares, Taiju Life Insurance Company Limited acquired 16,667 shares and Mitsui Sumitomo Insurance Company, Limited acquired 10,000 shares. On April 1, 2011, we acquired and cancelled all of the outstanding 1st series Type 6 preferred stock.

At the date of this annual report, we have no preferred stock outstanding. The following is a summary of the relevant provisions of our articles of incorporation regarding preferred stock.

#### *Preferred Dividends*

Our articles of incorporation provide that, if we pay dividends, we must pay cash dividends to holders of shares of our preferred stock in preference to the holders of our common stock. If preferred interim dividends stipulated in our articles of incorporation were paid during the relevant fiscal year, the amount of the preferred interim dividends shall be subtracted from the amount of annual preferred dividends.

Our failure to declare annual preferred dividends in full in respect of any fiscal year on a series of preferred stock gives the holders of that preferred stock certain voting rights.

#### *Liquidation Rights*

In the event of our voluntary or involuntary liquidation, holders of our preferred stock will be entitled, equally in rank as among themselves and in preference over shares of our common stock, to receive out of our residual assets upon liquidation a distribution of ¥3,000,000 per share.

Preferred stockholders are not entitled to any further dividends or other participation or distribution of our residual assets upon our liquidation.

#### *Voting Rights*

Our articles of incorporation provide that holders of preferred stock are only entitled to receive notice of, and to vote at, a general meeting of shareholders;

- from the commencement of our ordinary general meeting of shareholders if an agenda for approval to declare a preferred dividend is not submitted to the meeting; or
- from the close of our ordinary general meeting of shareholders if a proposed resolution to declare a preferred dividend is not approved at the meeting.

In both cases, these rights of our preferred stockholders lapse when a resolution of a general meeting of shareholders declaring a preferred dividend is approved.

The Companies Act provides that a separate resolution of a meeting of the holders of the preferred stock is required in order to approve certain matters which would prejudice their interests, including;

- amendments to the articles of incorporation to add new classes of shares to be issued, alter the terms of the shares or increase the number of shares or authorized number of any class of shares, with certain exceptions;
- consolidations or splits of shares;
- dividends of shares or stock acquisition rights to shareholders without any consideration;
- grants of preemptive rights for new shares or stock acquisition rights;
- amalgamations or mergers;
- certain corporate splits;
- share exchanges;
- share transfers; and
- other matters set forth in the articles of incorporation.

Except for the amendments described above, the articles of incorporation may expressly permit certain of the above matters to be approved without a separate resolution. Our articles of incorporation do not include that express permission.

#### *Ranking*

If issued, the outstanding shares of our preferred stock would rank *pari passu* with each other as to participation in our profits or assets, including dividends and distributions of residual assets upon our liquidation.

Unless holders of our preferred stock give approval, we may not create or issue any other shares ranking in priority in terms of the right to receive distributions of surplus or the right to receive distributions of residual assets or otherwise in priority to the preferred stock already issued. However, without obtaining the consent of holders of the preferred stock, we may issue other preferred stock ranking *pari passu* with the preferred stock already issued as to the order of participation in our profits or assets, carrying rights to preferred dividends, or terms of conversion that our board of directors may determine, subject to limitations set forth in our articles of incorporation and the Companies Act.

#### *Purchase or Redemption of Preferred Stock*

Subject to the requirements of the Companies Act, we may purchase out of our prescribed distributable amounts any shares of our preferred stock outstanding at any time and cancel that preferred stock. In June 2013, we amended our articles of incorporation in order to qualify our preferred stock for inclusion in our regulatory capital in accordance with the new FSA capital adequacy guidelines based on the Basel III framework. Under the amended articles of incorporation, we will acquire our outstanding preferred stock without consideration or in exchange for common stock if we become non-viable.

#### *Mandatory Redemption Provisions and Sinking Fund Provisions*

Our articles of incorporation do not provide any mandatory redemption provisions and sinking fund provisions.

#### *Stock Splits*

Our articles of incorporation provide that no stock split shall be made to the preferred stock unless otherwise provided for in any law or regulation.

#### *Subscription Rights*

Our articles of incorporation provide that we shall not grant holders of preferred stock any right to subscribe for new shares or stock acquisition rights.

### **Conditions to Change Shareholders' Rights**

Our articles of incorporation do not specify what actions or quorums are required to change the rights of holders of our stock.

### **General Meeting of Shareholders**

Our ordinary general meeting of shareholders is held within three months after the end of each fiscal year. In addition, we may hold an extraordinary general meeting of shareholders whenever necessary. Notice of a general meeting of shareholders stating the place, the time and the purpose thereof, and certain matters set forth in the Companies Act and in ordinances of the Ministry of Justice, must be given to each holder of shares of common stock with voting rights (or to the standing proxy or mailing address in Japan of a nonresident shareholder) at least two weeks prior to the date set for the meeting. The record date for an ordinary general meeting of shareholders is March 31 of each year.

Any shareholder or group of shareholders holding at least three percent of the total outstanding voting rights, for a continuous period of six months or longer, may require the convocation of a general meeting of shareholders for a particular purpose. Unless such a general meeting of shareholders is convened promptly, or a convocation notice of a meeting which is to be held not later than eight weeks from the day of such demand is dispatched, the requiring shareholders may, upon obtaining court approval, convene such general meeting of shareholders.

Any shareholder holding at least 300 voting rights or one percent of our total number of voting rights for six months or longer may propose a matter to be considered at a general meeting of shareholders, and request to include the proposal (the number of which may be limited to 10) in a notice of a general meeting of shareholders, by submitting a written request to a director at least eight weeks prior to the date of the meeting. Any of the minimum percentages, time periods and number of voting rights necessary for exercising the minority shareholder rights described above may be decreased or shortened if our articles of incorporation so provide. Our articles of incorporation currently do not include any of those provisions.

To attend a general meeting of shareholders in person or by proxy, shareholders must provide proof of identity upon request. Shareholders may appoint a proxy by a written power of attorney for the meeting. Such proxy must be one of our shareholders with voting rights.

### **Limitations on the Rights to Hold Our Common Stock by Foreign Investors**

There are no specific limitations imposed by the laws of Japan, our articles of incorporation, or our other constituent documents, on the rights of nonresidents or foreign shareholders to hold or exercise voting rights on our shares of common stock or preferred stock. For more information, See “Common Stock—Voting Rights.”

### **Anti-Change in Control Provisions**

There is no provision in our articles of incorporation that would have the effect of delaying, deferring or preventing a change in control of us, and that would operate only with respect to a merger, consolidation, acquisition or corporate restructuring involving us.

### **Provisions Governing Changes in the Company’s Capital**

We have no conditions more stringent than are required by law imposed by our articles of incorporation governing changes in capital.

## **10.C. MATERIAL CONTRACTS**

All contracts that we are currently a party to, or were a party to during our two most recently completed fiscal years up to the date of this annual report, were entered into in the ordinary course of business or were otherwise immaterial.

## **10.D. EXCHANGE CONTROLS**

### **Japanese Foreign Exchange Regulations**

The following is a general summary of major Japanese foreign exchange controls regulations applicable to holders of shares of our common stock or voting rights thereunder who are “Foreign investors,” as described below. The statements regarding Japanese foreign exchange controls regulations set forth below are based on the laws and regulations in force and as interpreted by the Japanese authorities as of the date of this registration statement and are subject to subsequent changes in the applicable Japanese laws or interpretations thereof. This summary is not exhaustive of all possible foreign exchange controls considerations that may apply to a particular investor, and potential investors are advised to satisfy themselves as to the overall foreign exchange controls consequences of the acquisition, ownership and disposition of shares of our common stock or voting rights thereunder by consulting their own advisors.

The FEFTA and the cabinet orders and ministerial ordinances, collectively known as the Foreign Exchange Act, set forth, among other things, the regulations relating to the receipt by nonresidents of Japan of payment with respect to our shares, and the acquisition and holding of our shares by nonresidents of Japan and foreign investors, both as defined below.



Nonresidents of Japan are individuals who are not residents in Japan and corporations whose principal offices are located outside Japan. Generally, branches and offices of nonresident corporations located in Japan are regarded as residents of Japan while the branches and offices of Japanese corporations located outside Japan are regarded as nonresidents of Japan.

“Foreign investors” are defined as:

- (i) individuals not residing in Japan;
- (ii) corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan;
- (iii) corporations of which 50% or more of the voting rights are held, directly or indirectly, by individuals not residing in Japan and/or corporations which are organized under the laws of foreign countries or whose principal offices are located outside Japan; and
- (iv) partnerships under the Civil Code of Japan (Act No. 89 of 1896, as amended) established to invest in corporations, limited partnerships for investment under the Limited Partnership Act for Investment of Japan (Act No. 90 of 1998, as amended), or any other similar partnerships under foreign law, of which
  - (a) 50% or more of the total contributions are made by individuals and/or corporations falling within (i), (ii), (iii) above and/or (v) below or any other persons prescribed under the Foreign Exchange Act or
  - (b) a majority of the general partners are individuals and/or corporations falling within (i), (ii), (iii) above and/or (v) below or any other persons prescribed under the Foreign Exchange Act; and
- (v) corporations, a majority of officers (or a majority of officers having the power of representation) of which are individuals not residing in Japan.

### **Acquisition of Shares**

In general, a nonresident who acquires our shares from a resident of Japan is not subject to any prior filing requirement, although the Foreign Exchange Act authorizes the Minister of Finance of Japan and the Ministers responsible for the business to require a prior submission for any such acquisition in certain limited circumstances.

Except for the general limitation under Japanese antitrust and antimonopoly regulations against shareholdings in the capital stock of a Japanese corporation, which lead or may lead to a restraint of trade or monopoly, and general limitations under the Companies Act or our articles of incorporation on the rights of shareholders applicable, regardless of residence or nationality, there is no limitation under Japanese law and regulations applicable to us, or under our articles of incorporation on the rights of nonresident or foreign shareholders to hold or exercise voting rights on our shares.

### **Inward Direct Investment in Shares of Listed Companies**

For the purpose of the regulations in connection with the “inward direct investment” under the Foreign Exchange Act, Japanese listed companies are classified into the following categories:

- (i) companies engaged only in the businesses other than certain businesses (the “Designated Businesses”) designated by the Foreign Exchange Act as Designated Businesses;
- (ii) companies engaged in the Designated Businesses other than the certain Designated Businesses designated by the Foreign Exchange Act as core sector businesses (the “Core Sector Designated Businesses”); and
- (iii) companies engaged in the Core Sector Designated Businesses.

For reference purposes only, the Minister of Finance publishes, and may update from time to time, a list that classifies Japanese listed companies into the above categories, and according to the list on April 24, 2023 published by the Minister of Finance, businesses which are currently engaged by the Company is classified as category (iii) i.e., the Core Sector Designated Businesses above.

### ***Definition of Inward Direct Investment***

If a foreign investor acquires shares or voting rights of a Japanese company that is listed on a Japanese stock exchange and, as a result of the acquisition, the foreign investor, in combination with any existing holdings, directly or indirectly holds 1% or more of the issued shares or the total number of voting rights of the relevant company, such acquisition constitutes an “inward direct investment.” In addition, acquisition of the authority to exercise, or instruct to exercise, voting rights held by other shareholders that results in the foreign investor, in combination with any existing shareholding, directly or indirectly holding 1% or more of the total number of voting rights of the relevant company, constitutes an “inward direct investment.”

In addition to the acquisitions of shares or voting rights described above, if a foreign investor (i) is granted the authority to exercise proxy voting rights on behalf of other shareholders of the relevant company regarding certain matters which may control substantially or have material influence on the management of such company such as the election or removal of directors or (ii) obtains consent from another foreign investor holding the voting rights of the relevant company to exercise the voting rights of such company jointly, and, in each case, as a result of these arrangements, the number of the voting rights directly or indirectly held by the foreign investor, including the total number of the voting rights subject to such proxy, or the sum of the number of the voting rights directly or indirectly held by the foreign investor and such other foreign investors subject to such joint voting agreement, as the case may be, is 10% or more of the total number of voting rights of the relevant company, each such arrangement regarding voting rights (“voting arrangement”) constitutes an “inward direct investment.” Additionally, if a foreign investor who directly or indirectly holds 1% or more of the total voting rights of a Japanese listed company, at the general meeting of shareholders, consents to certain proposals having material influence on the management of such company such as (i) election of such foreign investor or its related persons (as defined in the Foreign Exchange Act) as directors or corporate auditors of the relevant company or (ii) transfer or discontinuation of its business, such consent will also constitute an “inward direct investment.”

### ***Prior Notification Requirements***

If a foreign investor intends to consummate an acquisition of shares or voting rights of a Japanese listed company that constitutes an “inward direct investment” as described above, in certain circumstances, such as where the foreign investor is in a country that is not listed on an exemption schedule in the Foreign Exchange Act or where that Japanese company is engaged in the Designated Businesses, prior notification of the relevant inward direct investment must be filed with the Minister of Finance and any other competent Ministers.

However, a foreign investor seeking to acquire shares or voting rights of a Japanese listed company or the authority to exercise, either directly or through instructions, voting rights held by other shareholders that constitutes an “inward direct investment” may be eligible for the exemptions, if certain conditions are met.

In the case of an acquisition of shares or voting rights or the authority to exercise, voting rights of a Japanese listed company that is engaged in the Core Sector Designated Businesses, which are currently engaged by the Company, the foreign investor may be exempted from the prior notification requirement, if, as a result of such acquisition, the foreign investor directly or indirectly holds less than 10% of the total number of issued shares or voting rights of the relevant company, and such foreign investor complies with the following conditions:

- (i) the foreign investor or its closely-related persons (as defined in the Foreign Exchange Act) will not become directors or corporate auditors of the relevant company;

- (ii) the foreign investor will not make certain proposals (as prescribed in the Foreign Exchange Act) at the general meeting of shareholders, including transfer or discontinuation of the Designated Businesses of the relevant company;
- (iii) the foreign investor will not access non-public technical information in relation to the Designated Businesses of the relevant company, or take certain other actions that may lead to the leak of such non-public technical information (as prescribed in the Foreign Exchange Act);
- (iv) the foreign investor will not attend, or not cause any persons designated by it to attend, meetings of the relevant company's board of directors, or meetings of committees having authority to make important decisions, in respect of the Core Sector Designated Businesses of the relevant company; and
- (v) the foreign investor will not make, or not cause any persons designated by it to make, proposals to such board or committees or their members in writing or electronic form requesting any response or actions by certain deadlines in respect of the Core Sector Designated Businesses of the relevant company.

Notwithstanding the above, if a foreign investor falls under a category of disqualified investors designated by the Foreign Exchange Act (including (a) investors who have records of certain sanctions due to violations of the FEFTA and (b) certain investors who are state-owned enterprises or other related entities excluding those who are accredited by the Minister of Finance), in no event may such foreign investor be eligible for the exemptions described above. On the other hand, if a foreign investor, excluding the disqualified investors described in the foregoing sentence, falls under a category of certain foreign financial institutions (as prescribed in the Foreign Exchange Act) and complies with the conditions for the exemption (i) through (iii) above, such foreign investor may be eligible for the exemptions, even if the acquisition results in such foreign investor's directly or indirectly holding 10% or more of the total number of issued shares or voting rights of the corporation engaged in the Core Sector Designated Businesses.

In addition, if a foreign investor intends to make a voting arrangement with respect to a Japanese listed company engaged in the Designated Businesses or consents to a proposal at the general meeting of shareholders of such company, in each case, that constitutes an "inward direct investment" as described above, in certain circumstances, prior notification of the relevant inward direct investment must be filed with the Minister of Finance and any other competent Ministers. However, the exemptions from the prior notification requirements may be available in the cases where the relevant voting arrangement is regarding matters other than certain matters which may control substantially or have material influence on the management of the relevant company, such as the election or removal of directors, which would have required prior notification.

### ***Procedures for Prior Notification***

If such prior notification is filed, the proposed inward direct investment may not be consummated until after 30 days have passed from the date of filing, although this screening period may be shortened to two weeks unless such Ministers deem it necessary to review the proposed inward direct investment. The Ministers may extend the screening period up to five months if they deem it necessary to review the proposed inward direct investment and may recommend any modification or abandonment of the proposed inward direct investment and, if the foreign investor does not accept such recommendation, the Ministers may order the modification or abandonment of such inward direct investment. In addition, if the Ministers consider the proposed inward direct investment to be an inward direct investment that is likely to cause damage to the national security of Japan and, if a foreign investor (i) consummates such inward direct investment without filing the prior notification described above; (ii) consummates such inward direct investment before the expiration of the screening period described above; (iii) in connection with such inward direct investment, makes false statements in the prior notification described above; or (iv) does not follow the recommendation or order issued by the Ministers to modify or abandon such inward direct investment, the Ministers may order such foreign investor to dispose of all or part of the shares acquired or take other measures.

### ***Post Facto Reporting Requirements***

A foreign investor who consummates an inward direct investment as described above through an acquisition of shares or voting rights or the authority to exercise, directly or through instructions, voting rights of a Japanese listed company that is engaged in the Designated Businesses, but is not subject to the prior notification requirements described above due to the exemptions from such prior notification requirements, in general, must file a report of the relevant inward direct investment with the Minister of Finance and any other competent Ministers having jurisdiction over such Japanese company within 45 days of such inward direct investment when, as a result of such acquisition, the foreign investor (excluding, in the cases of (i) and (ii) below, a foreign investor who falls under a category of certain foreign financial institutions (as prescribed in the Foreign Exchange Act)) directly or indirectly holds (i) 1% or more but less than 3% of the total number of issued shares or voting rights, for the first time, (ii) 3% or more but less than 10% of the total number of issued shares or voting rights, for the first time, or (iii) 10% or more of the total number of issued shares or voting rights.

### **Dividends and Proceeds of Sale**

Under the Foreign Exchange Act, dividends paid on, and the proceeds of sales in Japan of, shares held by nonresidents of Japan, may, in general, be converted into any foreign currency and repatriated abroad. The acquisition of our shares by nonresidents by way of a stock split is not, in general, subject to any notification or reporting requirements.

## **10.E. TAXATION**

### **Japanese Taxation**

The following is a summary of the principal Japanese national tax consequences to owners of shares of our common stock or ADSs representing shares of our common stock who are Nonresident Shareholders. The statements regarding Japanese tax laws set forth below are based on the laws and treaties currently in force and as interpreted by the Japanese tax authorities at the date of this annual report and are subject to changes in the applicable Japanese law or tax treaties, conventions or agreements, or in the interpretation thereof, occurring after that date. This summary does not include all possible tax considerations which may apply to a particular investor and potential investors are advised to satisfy themselves as to the overall tax consequences of the acquisition, ownership and disposition of shares of our common stock or ADSs, including specifically the tax consequences under Japanese law, the laws of the jurisdiction of which they are resident, and any tax treaty, convention or agreement between Japan and their country of residence, by consulting their own tax advisors.

For the purpose of Japanese taxation, a Nonresident Shareholder of ADSs will generally be treated as the owner of the shares underlying the ADSs, which may be evidenced by one or more American Depositary Receipts (“ADRs”).

Generally, a Nonresident Shareholder of shares of our common stock or ADSs will be subject to Japanese income tax collected by way of withholding on dividends we pay. Stock splits are, in general, not subject to Japanese income tax or corporation tax.

In the absence of any applicable tax treaty, convention or agreement reducing the maximum rate of Japanese withholding tax or allowing exemption from Japanese withholding tax, the rate of Japanese withholding tax applicable to dividends paid by a Japanese corporation to Nonresident Shareholders is generally 20.42%. However, with respect to dividends paid on listed shares issued by a Japanese corporation (including shares of our common stock or ADSs) to Nonresident Shareholders, except for any Nonresident Shareholder who is an individual holding 3% or more of the total number of shares issued by the relevant Japanese corporation, the aforementioned 20.42% withholding tax rate is reduced to 15.315% for dividends due and payable on or before December 31, 2037. Due to the imposition of a special additional withholding tax (2.1% of the original withholding tax amount) to secure funds for reconstruction from the Great East Japan Earthquake, the original

withholding tax rate of 15% and 20%, as applicable, has been effectively increased, respectively, to 15.315% and 20.42%, during the period beginning on January 1, 2013 and ending on December 31, 2037.

At the date of this annual report, Japan has income tax treaties in force, whereby the above-mentioned withholding tax rate is reduced, generally, to 15% for portfolio investors, with, among others, Canada, Denmark, Finland, Germany, Iceland, Ireland, Italy, Luxembourg, New Zealand, Norway and Singapore, while the income tax treaties with, among others, Australia, Austria, Belgium, France, Hong Kong, the Netherlands, Portugal, Sweden, Switzerland, the United Kingdom and the United States generally reduce the withholding tax rate to 10% for portfolio investors and the income tax treaties with, among others, Spain generally reduce the withholding tax rate to 5% for portfolio investors. In addition, under the income tax treaty between Japan and the United States, dividends paid to pension funds which are qualified U.S. residents eligible to enjoy treaty benefits are exempt from Japanese income taxation by way of withholding or otherwise unless the dividends are derived from the carrying on of a business, directly or indirectly, by those pension funds. Under the income tax treaties with Austria, Belgium, Denmark, Iceland, the Netherlands, Spain, Switzerland and the United Kingdom, similar treatment will be applied to dividends. Under Japanese tax law, any reduced maximum rate applicable under a tax treaty will be available when the maximum rate is below the rate otherwise applicable under Japanese tax law referred to in the preceding paragraph with respect to the dividends to be paid by us on shares of common stock or ADSs. A Nonresident Shareholder of shares of our common stock who is entitled, under any tax treaty, to a reduced rate of Japanese withholding tax, or exemption therefrom, as the case may be, is required to submit an Application Form for Income Tax Convention Regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Dividends (together with any other required forms and documents) in advance, through the withholding agent, to the relevant tax authority before payment of dividends. A standing proxy for a Nonresident Shareholder may provide the application services. See “Item 10.B. Memorandum and Articles of Incorporation—Rights, Preferences and Restrictions of the Shares—Common Stock—General.” In addition, a simplified special filing procedure is available for Nonresident Shareholders to claim treaty benefits of exemption from or reduction of Japanese withholding tax by submitting a Special Application Form for Income Tax Convention Regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Dividends of Listed Stocks (together with any other required forms and documents). With respect to ADSs, this reduced rate or exemption will be applicable to Nonresident Shareholders of ADSs if the depositary or its agent submits two Application Forms (one before payment of dividends and the other within eight months after the record date concerning such payment of dividends), together with certain other documents. To claim this reduced rate or exemption, Nonresident Shareholders of ADSs will be required to file a proof of taxpayer status, residence and beneficial ownership, as applicable, and to provide other information or documents as may be required by the depositary. A Nonresident Shareholder who is entitled, under any applicable tax treaty, to a reduced rate of Japanese withholding tax below the rate otherwise applicable under Japanese tax law mentioned above, or exemption therefrom, as the case may be, but fails to submit the required application in advance may nevertheless be entitled to claim a refund from the relevant Japanese tax authority of withholding taxes withheld in excess of the rate under an applicable tax treaty (if the Nonresident Shareholder is entitled to a reduced treaty rate under the applicable tax treaty) or the full amount of tax withheld (if the Nonresident Shareholder is entitled to an exemption under the applicable tax treaty), as the case may be, by complying with certain subsequent filing procedures. We do not assume any responsibility to ensure withholding at the reduced treaty rate, or exemption therefrom, for shareholders who would be so eligible under an applicable tax treaty but where the required procedures as stated above are not followed.

Gains derived from the sale outside Japan of shares of our common stock or ADSs by a Nonresident Shareholder who is a portfolio investor are, in general, not subject to Japanese income tax or corporation tax.

Any deposits or withdrawals of shares of our common stock by a Nonresident Shareholder in exchange for ADSs are, in general, not subject to Japanese income or corporation tax.

Japanese inheritance and gift taxes at progressive rates may be payable by an individual who has acquired shares of our common stock or ADSs from another individual as a legatee, heir or donee, even if none of the acquiring individual, the decedent or the donor is a Japanese resident.

Potential investors should consult with their own tax advisors regarding the Japanese tax consequences of the ownership and disposition of shares of common stock or ADSs in light of their particular situations.

### **United States Federal Income Taxation**

The following is a discussion of material U.S. federal income tax consequences to the U.S. Holders described below of owning and disposing of shares or ADSs, but it does not purport to be a comprehensive description of all the tax considerations that may be relevant to a particular person's decision to hold the shares or ADSs. This discussion does not address U.S. state, local or non-U.S. tax consequences. As used herein, a U.S. Holder is a person that, for U.S. federal income tax purposes, is a beneficial owner of shares or ADSs, is eligible for the benefits of the double taxation treaty between Japan and the United States ("Treaty") and is: (1) a citizen or individual resident of the United States; (2) a corporation, or other entity taxable as a corporation, created or organized in or under the laws of the United States, any state therein or the District of Columbia; or (3) an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Treasury regulations that apply to taxable years beginning on or after December 28, 2021 may in some circumstances prohibit a U.S. person from claiming a foreign tax credit with respect to certain non-U.S. taxes that are not creditable under applicable income tax treaties. Accordingly, U.S. investors that are not eligible for Treaty benefits should consult their tax advisors regarding the creditability or deductibility of any non-U.S. taxes imposed on them. This discussion does not apply to investors in this special situation.

The discussion applies only to U.S. Holders who hold the shares or ADSs as capital assets for U.S. federal income tax purposes. The discussion does not address any alternative minimum or Medicare contribution tax consequences, nor does it address all of the tax consequences which may be applicable to special classes of holders, such as:

- certain financial institutions;
- insurance companies;
- dealers and certain traders in securities;
- persons holding shares or ADSs as part of a hedge, straddle, conversion or other integrated transaction;
- persons whose functional currency for U.S. federal income tax purposes is not the U.S. dollar;
- regulated investment companies;
- real estate investment trusts;
- partnerships or other entities classified as partnerships for U.S. federal income tax purposes;
- tax-exempt entities, "individual retirement accounts" or "Roth IRAs";
- persons who acquired our shares or ADSs pursuant to the exercise of an employee stock option or otherwise as compensation;
- persons holding shares or ADSs that own or are deemed to own 10% or more of our stock (by vote or value); or
- persons holding shares or ADSs in connection with a trade or business conducted outside the United States.

If a partnership holds shares or ADSs, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. Partnerships holding shares or ADSs, and partners in such partnerships, should consult their own tax advisors.

This discussion is based on the Internal Revenue Code of 1986, as amended, administrative pronouncements, judicial decisions and final, temporary and proposed United States Treasury regulations, as well



as the Treaty all as of the date hereof. These laws are subject to change, possibly on a retroactive basis. It is also based in part on representations by the depositary and assumes that each obligation under the deposit agreement and any related agreement or undertaking will be performed in accordance with its terms.

In general, a U.S. Holder who owns ADSs will be treated as the owner of the underlying shares represented by those ADSs for U.S. federal income tax purposes. Accordingly, no gain or loss will be recognized if a U.S. Holder exchanges ADSs for the underlying shares represented by those ADSs.

U.S. Holders should consult their own tax advisors concerning the U.S. federal, state, local and non-U.S. tax consequences of owning and disposing of shares or ADSs in their particular circumstances.

This discussion assumes that we are not, and will not become, a passive foreign investment company (a “PFIC”), as described below.

### ***Taxation of Distributions***

Distributions received by a U.S. Holder on shares or ADSs, including the amount of any Japanese taxes withheld, other than certain pro rata distributions of shares, will constitute foreign-source dividend income to the extent paid out of our current or accumulated earnings and profits (as determined under U.S. federal income tax principles). Because we do not maintain calculations of our earnings and profits under U.S. federal income tax principles, we expect that distributions generally will be reported to a U.S. Holder as dividends. The amount of the dividend a U.S. Holder will be required to include in income will equal the U.S. dollar value of the yen dividend, calculated by reference to the exchange rate in effect on the date the payment is received by the holder, or in the case of ADSs, by the depositary, regardless of whether the payment is converted into U.S. dollars on the date of receipt. If the dividend is converted into U.S. dollars on the date of receipt, the U.S. Holder generally should not be required to recognize foreign currency gain or loss in respect of the dividend payment. A U.S. Holder may have foreign currency gain or loss if the dividend is converted into U.S. dollars after the date of receipt. Any foreign currency gain or loss realized by a U.S. Holder on a sale or other disposition of yen will be U.S.-source ordinary income or loss. Corporate U.S. Holders will not be entitled to claim a dividends-received deduction with respect to our dividends. Subject to applicable limitations, and the discussion above regarding concerns expressed by the U.S. Treasury, dividends received from us by certain noncorporate U.S. Holders may be taxable at favorable rates. Noncorporate U.S. Holders should consult their own tax advisors to determine whether they are subject to any special rules that limit their ability to be taxed at these favorable rates.

Subject to applicable restrictions and limitations that vary depending upon the U.S. Holder’s circumstances, Japanese taxes withheld from dividends on shares or ADSs (at a rate not exceeding the applicable rate provided by the Treaty) will be creditable against the U.S. Holder’s U.S. federal income tax liability. The limitation on foreign taxes eligible for credit is calculated separately with respect to different categories of income, such as passive income and general income. The rules governing foreign tax credits are complex. Instead of claiming a credit, a U.S. Holder may elect to deduct such Japanese taxes in computing its taxable income, subject to generally applicable limitations. An election to deduct foreign taxes instead of claiming foreign tax credits must apply to all creditable foreign taxes paid or accrued in the taxable year. U.S. Holders should consult their own tax advisors regarding the availability of foreign tax credits and deductions in their particular circumstances.

### ***Sale and Other Disposition of the Shares or ADSs***

A U.S. Holder will generally recognize capital gain or loss on the sale or other disposition of shares or ADSs, which will be long-term capital gain or loss if the U.S. Holder has held the shares or ADSs for more than one year. The amount of the U.S. Holder’s gain or loss will equal the difference between the amount realized on the sale or other disposition and the U.S. Holder’s tax basis in the shares or ADSs, each as determined in U.S. dollars. The deductibility of capital losses is subject to limitations. Any gain or loss will generally be U.S.-source gain or loss for foreign tax credit purposes.



### ***PFIC Rules***

Based upon certain proposed Treasury regulations that are not yet in effect, but are generally proposed to become effective for taxable years beginning after December 31, 1994, we believe that we were not a PFIC for U.S. federal income tax purposes for our taxable year ended March 31, 2024. However, since proposed Treasury regulations may not be finalized in their current form, and since PFIC status depends upon the composition of our income and assets and the market value of our assets from time to time, there can be no assurance that we will not be a PFIC for any taxable year. If we were a PFIC for any taxable year during which a U.S. Holder held shares, certain adverse U.S. federal income tax consequences could apply to the U.S. Holder.

### ***Information Reporting and Backup Withholding***

Payments of dividends and sales proceeds that are made within the United States or through certain U.S.-related financial intermediaries may be subject to information reporting and backup withholding unless the U.S. Holder is an exempt recipient or, in the case of backup withholding, the U.S. Holder provides a correct taxpayer identification number and certifies that no loss of exemption from backup withholding has occurred. The amount of any backup withholding from a payment to a U.S. Holder will be allowed as a credit against the U.S. Holder's U.S. federal income tax liability and may entitle the U.S. Holder to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

Certain U.S. Holders who are individuals (or entities closely held by individuals) may be required to report information relating to their ownership of an interest in certain foreign financial assets, including stock of a non-U.S. person, generally on Form 8938, subject to exceptions (including an exception for stock held in a financial account, in which case the account may be reportable if maintained by a non-U.S. financial institution). U.S. Holders should consult their tax advisors regarding their reporting obligations with respect to the shares or ADSs.

### **10.F. DIVIDENDS AND PAYING AGENTS**

Not applicable.

### **10.G. STATEMENT BY EXPERTS**

Not applicable.

### **10.H. DOCUMENTS ON DISPLAY**

We are subject to the reporting requirements of the Securities Exchange Act of 1934. In accordance with these requirements, we file annual reports on Form 20-F and furnish periodic reports on Form 6-K with the SEC.

These materials, including this annual report and the exhibits thereto, may be inspected at a website maintained by the SEC at <https://www.sec.gov>. Some of the information may also be found on our website at <https://www.smfg.co.jp/english/>.

### **10.I. SUBSIDIARY INFORMATION**

Not applicable.

### **10.J. ANNUAL REPORT TO SECURITY HOLDERS**

Not applicable.

## **Item 11. Quantitative and Qualitative Disclosures about Credit, Market and Other Risk**

### **Quantitative and Qualitative Information about Risk Management**

#### ***Risk Culture***

In order for us to realize and maintain a sustainable growth in corporate value, each one of our directors, officers and other employees should think and judge on their own if their actions meet the expectations and requirements of customers, markets, and other stakeholders, not just if they are compliant with laws and regulations. We have established “Principles of Action on Compliance and Risk” in order for all our directors, officers and other employees to hold onto as a “keystone” of their daily business. The principles include “Business based on the Risk Appetite Framework” and “We will conduct business operations with risk ownership of the risks, such as credit risk, market risk, liquidity risk, operational risk, and conduct risk, that arise in our own business.” Concrete measures include internal surveys for monitoring the compliance awareness and risk sensitivity of our directors, officers and other employees as well as internal training for fostering a sound risk culture.

#### ***Risk Appetite Framework***

We have introduced a Risk Appetite Framework (“RAF”) for controlling SMBC Group-wide risks, that clarifies the types and levels of risk that we are willing to take on or are prepared to tolerate (risk appetite) in order to grow profits. RAF is one of two pivots of our business management alongside business strategies. It functions as a management framework for sharing information on the operating environment and risks facing us among management and for facilitating appropriate risk taking based thereon. Individual risk appetites have been established for specific business units or strategies as necessary based on our overall risk appetite.

We have a Risk Appetite Statement that provides a qualitative explanation of our approach to risk taking and risk management for each category: soundness, profitability, liquidity, credit, market, climate-related, reputational, operational, and conduct/compliance. We also have quantitative measures (i.e., Risk Appetite Measures) that function as benchmarks for risks that we are considering taking and for risk/return.

Risk appetites are decided during the process of formulating business strategies and management policies. These risk appetites are set based on Top Risks that threaten to significantly impact management and on risk analyses (stress testing) that illustrate the impact if a risk should materialize. In addition, risk register and Key Risk Events (“KRE”) are utilized as part of a system for assessing the risks present in new and existing business activities and for verifying the adequacy of Top Risks, risk appetites, and business strategies.

The outlooks for the operating environment and risks and the risk appetite situation are monitored throughout the course of the fiscal year. Risk Appetite Measures and business strategies are revised as necessary. For example, overall risk capital has been selected as an indicator for risk appetite, which displays the soundness of the SMBC Group. Risk capital is the amount of capital required to cover the theoretical maximum potential loss arising from risks of business operations. Overall risk capital is the aggregate of the risk capital amounts for each risk category. Management standards have been set for the upper limit for overall risk capital based on group-wide management strength. Overall risk capital levels are thus monitored throughout the course of each fiscal year to clearly indicate risk-taking capacity and promote the sound taking of risks.

In addition, specific risk appetite indicators have been set for credit risk, market risk, liquidity risk, and other risk categories to facilitate appropriate management based on a quantitative understanding of risk appetite.

#### ***Risk Management Categories***

We classify risk into the following categories:

**Credit Risk.** Credit risk is the possibility of a loss arising from a credit event, such as deterioration in the financial condition of a borrower, that causes an asset (including off-balance sheet transactions) to lose value or become worthless.

*Market Risk.* Market risk is the possibility that fluctuations in interest rates, foreign exchange rates, stock prices or other market prices will change the market value of financial products, leading to a loss.

*Liquidity Risk.* Liquidity risk is the risk that there may be difficulties in raising funds needed for settlements, as a result of the mismatching of uses of funds and sources of funds or unexpected outflows of funds, which may make it necessary to raise funds at higher rates than normal.

*Operational Risk.* Operational risk is the possibility of losses arising from inadequate or failed internal processes, people, and systems or from external events.

*Conduct Risk.* Conduct risk is the risk that customer protection, market soundness, fair competition, the public interest, and the Group's stakeholders will be adversely affected by actions that violate laws, regulations, or social norms.

*Reputational Risk.* Reputational risk is the risk of not meeting the expectations for high ethics, integrity, etc. by the stakeholders (that is, customers, shareholders, market, society, environment, employees, etc.) due to the business of the SMBC Group and the behavior of employees and other related parties, as well as of leading to impairment of the corporate value and decline in trust.

*Model Risk.* Model risk is the risk of potential adverse consequences or financial loss resulting from misinformed decision making based on inaccurate model outputs or using the model inappropriately.

*Environmental and Social Risk.* Environmental and social risk is the risk that environmental and social factors become risk drivers and transmit through various pathways to other risk categories, ultimately resulting in losses to the SMBC Group. This risk includes climate-related risk, nature-related risk and human rights risk.

### *Top Risks*

We identify risks that threaten to significantly impact management as Top Risks.

The selection of Top Risks involves comprehensive screening of risk factors, evaluation of each risk scenario's possibility of occurrence and potential impact on management, and discussion by the Risk Management Committee and the Management Committee. Top Risks are utilized to enhance risk management by being incorporated into discussions of RAF and the formulation of business strategies and into the creation of risk scenarios for stress testing.

### *Stress Testing*

We use stress testing to analyze and comprehend the impact on our businesses of changes in economic or market conditions, in order to plan and execute forward-looking business strategies.

In our stress testing, we prepare multiple risk scenarios including macroeconomic variables such as GDP, stock prices, interest rates, and foreign exchange rates based on the aforementioned Top Risks, discussions with experts and related departments.

When developing business strategies, we set out scenarios assuming stressed business environments such as serious economic recessions and market disruption for the sake of assessing risk-taking capabilities at the SMBC Group and verifying whether adequate soundness can be maintained under stress.

During a fiscal year, we undertake stress testing on a flexible basis to assess the potential impact on our business and to take the appropriate response in case a serious risk event occurs. For example, stress tests were conducted with regard to further monetary tightening, a global financial crisis and a fiscal crisis in Japan, and based on the risk scenario published by external organizations for the fiscal year ended March 31, 2024.

In addition, we conduct detailed stress testing for individual risks such as credit risk, market risk, and liquidity risk, so as to decide and review risk-taking strategies.

We are also in line with the recommendations of the Task Force on Climate-related Financial Disclosures. As part of our efforts in this regard, we have included climate-related risk, such as natural disasters resulting from extreme weather (physical risks) and carbon-related stranded assets due to the transition to a decarbonized society (transition risks), in our Top Risks, and have conducted scenario analysis to evaluate physical risks related to water disasters on a global scale, as well as transition risks within the energy, power, automobile, and steel sectors to estimate the potential impacts on our financial position.

### *Risk Register*

A risk register is formulated by each business unit for the purpose of realizing more sophisticated risk governance and enhancing business units' risk ownership. In formulating these registers, business units communicate with risk management departments to identify the risks present in their business, and these risks are reflected in business strategies after they have been evaluated and the adequacy of measures for controlling them has been verified.

### *Key Risk Events*

KRE, external events that indicate the increased threat of risks, have been identified to ascertain the symptoms of the potential risks. KREs are utilized to analyze and assess how likely similar cases will occur in our businesses and what effects such similar cases will have on us, and to enhance our risk management system.

### *Risk Management Systems*

Based on the recognition of the importance of risk management, top management is actively involved in the risk management process, and systems are in place for verifying the effectiveness and appropriateness of this process. Specifically, the SMBC Group-wide basic policies for risk management are determined by the Management Committee before being authorized by the board of directors, and regular reports are issued to the board of directors by the Group Chief Risk Officer ("CRO") with regard to the status of risk management based on these policies.

Three lines of defense have been defined, and we have clarified related roles and responsibilities of relevant divisions. With these provisions in place, risk management systems have been established based on the characteristics of particular businesses, and measures are being put in place to strengthen and improve the effectiveness of these systems in accordance with these basic policies for risk management.

Furthermore, we are strengthening SMBC Group-wide risk management systems through the Group CRO Committee and the Global CRO Committee.

### *Three Lines of Defense*

The Basel Committee on Banking Supervision's "Corporate governance principles for banks" recommends "three lines of defense" as a framework for risk management and governance. Based on this framework, we have clarified the roles and responsibilities of each unit and we are taking steps to achieve more effective and stronger risk management and compliance systems.

Our three lines of defense are as follows:

*First Line.* The business units shall be risk owners concerning their operations and shall be responsible for the following roles in accordance with the basic principles provided by the Second Line.

- Identification and evaluation of risks encountered in the business activities

- Implementation of measures for minimizing and controlling risks
- Monitoring of risks and reporting within the First Line and to the Second Line
- Creation and fostering of a sound risk culture

*Second Line.* The Risk Management and Compliance Departments shall assume the following functions and responsibilities in order to manage the risk management and compliance systems.

- Drafting and development of basic principles and frameworks concerning risk management and compliance
- Oversight, monitoring, and development of training programs for the First Line

*Third Line.* Independent from the First Line and Second Line, the Audit Dept. shall assess and verify the effectiveness and appropriateness of risk management and compliance systems managed and operated by the First Line and Second Line, and report these results to the audit committee and the Management Committee. The Department shall provide recommendations regarding identified issues or problems.

### ***Implementation of Basel Regulation***

Basel III is an international agreement on minimum capital, leverage, liquidity and other requirements applicable to internationally active banks. The Basel III capital framework was implemented in Japan from March 31, 2013 pursuant to revised capital adequacy guidelines adopted by the FSA, subject to the phase-in of some requirements, as contemplated by Basel III.

The Basel III framework is a continuation of Basel II, with multiple approaches to calculating capital requirements; we adopted the advanced IRB approach for measuring credit risk from March 31, 2009, and the standardized measurement approach by using the ILM for measuring operational risk from March 31, 2024.

Detailed information on our capital ratios is included in “Item 4.B. Business Overview—Regulations in Japan—Regulations Regarding Capital Adequacy and Liquidity” and “Item 5.B. Liquidity and Capital Resources—Capital Management.”

## **Credit Risk**

Credit risk is the risk of incurring losses from the decline or loss of the value of an asset (including off-balance sheet items) that is caused by a credit event including but not limited to the deterioration of the financial condition of a borrower. Overseas credit transactions also entail country risk, which is closely related to credit risk. Country risk is the risk of incurring losses caused by changes in political or economic conditions. Credit exposures arise primarily from lending activities such as loans and advances, acquiring investment securities, derivative transactions, and off-balance sheet transactions such as the unused portion of loan commitments.

### ***Credit Risk Management System***

Credit risk is the most significant risk to which we are exposed. The purpose of credit risk management is to keep the credit risk exposure to a permissible level relative to capital, to maintain the quality of assets and to ensure returns commensurate with risk.

At the SMBC Group, the Group CRO formulates credit risk management policies each year on the basis of SMBC Group-wide basic policies for risk management. The Credit & Investment Planning Department, responsible for the comprehensive management of credit risk, drafts and administers credit risk regulations including the SMBC Group credit policies, manages non-performing loans (“NPLs”), and performs other aspects of credit portfolio management. Also, the Credit Risk Committee deliberates on matters related to SMBC Group-

wide credit portfolios. SMBC Group companies follow the fundamental principles established by us to assess and manage credit risk. Each of SMBC Group companies manages credit risk according to the nature of its business, and assesses and manages the credit risks of individual loans and credit portfolios quantitatively, using consistent standards.

At SMBC, our significant banking subsidiary, the Credit & Investment Planning Department within the Risk Management Unit is responsible for the comprehensive management of credit risk. This department drafts and administers credit policies, the internal rating system, credit authority guidelines and credit application guidelines, and manages NPLs, including impaired loans, and performs other aspects of credit portfolio management. The department also cooperates with the Corporate Risk Management Department and the Risk Management Information Department in quantifying credit risk (risk capital and risk-weighted assets) and controls SMBC's entire credit risk. Further, the Credit & Investment Planning Department aims to stabilize the credit portfolio and manage the risk through credit derivatives, loan asset sales and other instruments.

The credit departments of SMBC, in cooperation with branches, conduct credit risk management for loans and manage portfolios. The credit limits they use are based on the baseline amounts that the Credit & Investment Planning Department establishes for each grading category, with particular attention paid to evaluating and managing customers or loans perceived to have particularly high credit risk. The Corporate Research Department engages in research on industries and analyzes the business and financial conditions of borrower enterprises to detect early signs of problems or growth potential. The Credit Administration Department is responsible for handling NPLs of borrowers classified as potentially bankrupt or lower, and formulates plans for workouts, including write-offs, and corporate rehabilitation. The department closely liaises with SMBC Servicer Co., Ltd., an SMBC Group company, which engages in related services to efficiently reduce the amount of NPLs, including through the sales of loans.

The Internal Audit Unit of SMBC, operating independently of the business units, audits asset quality, accuracy of grading and state of credit risk management, and reports the results directly to the board of directors, the Management Committee and audit & supervisory committee.

SMBC has established the Credit Risk Committee to undertake control of credit risk and to ensure the overall soundness of the loan operations.

### ***Credit Risk Management Methods***

To effectively manage the risk involved in individual loans as well as the credit portfolio as a whole, we first acknowledge that every loan entails credit risk, assess the credit risk posed by each borrower and loan using an internal rating system, and quantify that risk for control purposes.

#### ***Credit Risk Evaluation***

At SMBC, the Credit & Investment Planning Department manages an internal rating system for each asset control category set according to portfolio characteristics. For example, credits to commercial and industrial ("C&I") companies, individuals for business purposes (domestic only), sovereigns, public sector entities, and financial institutions are assigned an "obligor grade," which indicates the borrower's creditworthiness, and/or "facility grade," and indicates the collectability of assets taking into account the transaction conditions such as guarantee/collateral, and tenor. The business units determine an obligor grade by first assigning a financial grade using a financial strength grading model and data obtained from the obligor's financial statements, including net worth and cash flows. The financial grade is then adjusted taking into account the actual state of the obligor's financial position and qualitative factors to derive the obligor grade. The qualitative factors mainly include the expected future cash flows taking into account factors such as historical loss information, the appropriateness of the borrower's business plan or operational improvement plan, the status of progress of its plan, and the overall support from financial institutions. In the event that the borrower is domiciled overseas, internal ratings for credit are made after taking into consideration the country rank, which represents an assessment of the credit quality of



each country based on its political and economic situation, as well as its current account balance and external debt. Obligor grades and facility grades are reviewed once a year and as otherwise necessary, such as when there are changes in the credit situation. Our subsidiaries carry out credit risk evaluations in line with SMBC.

There are also grading systems for loans to individuals such as housing loans and structured finance including project finance, where the repayment source is limited to the cash flows generated by a particular business or asset. For example, the obligor grade of housing loans is determined taking into account various relevant factors such as proportion of the repayment to revenue, proportion of down payment to the value and past due information.

The Credit & Investment Planning Department of SMBC centrally manages the internal rating systems, and designs, operates, supervises and validates the grading models. It validates the grading models (including statistical validation) of main assets following the procedure manual once a year to ensure their effectiveness and suitability.

### *Quantification of Credit Risk*

At SMBC, credit risk quantification refers to the process of estimating the degree of credit risk of a portfolio or individual loan taking into account not just the obligor's probability of default ("PD"), but also the concentration of risk in a specific customer or industry and the loss impact of fluctuations in the value of collateral, such as real estate and securities.

Specifically, the PD by grade, loss given default ("LGD"), credit quality correlation among obligors, and other parameter values are estimated using the historical data of obligors and facilities stored in a database to calculate the credit risk. Then, based on these parameters, SMBC runs a simulation of simultaneous default using the Monte Carlo Simulation to calculate SMBC's maximum loss exposure to the estimated amount of the maximum losses that may be incurred. Based on these quantitative results, SMBC allocates risk capital.

Risk quantification is also executed for purposes such as to determine the portfolio's risk concentration or to simulate economic movements (stress tests), and the results are used for making optimal decisions across the whole range of business operations, including formulating business plans and providing a standard against which individual credit applications are assessed.

### *Credit Assessment*

At SMBC, the credit assessment of corporate loans involves a variety of financial analyses, including cash flows, to predict an enterprise's capability of loan repayment and its growth prospects. These quantitative measures, when combined with qualitative analyses of industrial trends, the enterprise's research and development capabilities, the competitiveness of its products or services, and its management caliber, result in a comprehensive credit assessment. The loan application is analyzed in terms of the intended utilization of the funds and the repayment schedule. In the assessment of housing loans for individuals, SMBC employs a credit assessment model based on credit data amassed and analyzed by SMBC over many years, taking into account various relevant factors including proportion of the repayment to revenue, proportion of down payment to the value and past due information.

### *Credit Monitoring*

At SMBC, in addition to analyzing loans at the application stage, the Credit Monitoring System is utilized to reassess obligor grades, and review credit policies for each obligor so that problems can be detected at an early stage, and quick and effective action can be taken. The system includes annual monitoring that is carried out each time the financial results of the obligor enterprise are obtained, as well as ad-hoc monitoring that is performed each time credit conditions change.



## ***Credit Portfolio Management***

### ***Risk-Taking Within the Scope of Capital***

To keep the credit risk exposure to a permissible level relative to capital, the Corporate Risk Management Department of the SMBC Group sets a credit risk capital limit for internal control purposes. Under this limit, sub-limits are set for each business unit. The Corporate Risk Management Department conducts monthly monitoring to make sure that these limits are being followed.

### ***Controlling Concentration Risk***

As our equity capital may be materially impaired in the event that the credit concentration risk becomes apparent, the Credit & Investment Planning Department of the SMBC Group therefore takes measures to manage concentration risks, such as introducing large exposure limits and conducting intensive loan reviews for obligors with large exposures, with an increased focus on industrial sectors with an excessive concentration of credit risk. Further, to manage country risk, SMBC's Strategic Planning Department of the Global Banking Unit has credit limit guidelines based on each country's creditworthiness.

### ***Toward Active Portfolio Management***

The Credit & Investment Planning Department makes use of financial instruments to proactively and flexibly manage SMBC's portfolio to stabilize credit risk.

## **Market Risk and Liquidity Risk**

Market risk is the possibility that fluctuations in interest rates, foreign exchange rates, stock prices or other market prices will change the market value of financial products, leading to a loss. The purpose of market risk management is to keep the market risk exposure to a permissible level relative to capital.

Liquidity risk is defined as the uncertainty around our ability to meet our debt obligations without incurring unacceptably large losses. An example of such risk is the possible inability to meet our current and future cash flow/collateral needs, both expected and unexpected. In such cases, we may be required to raise funds at less than favorable rates or be unable to raise sufficient funds for settlement. The purpose of liquidity risk management is to ensure that we are in a position to address our liquidity obligations through monitoring the liquidity gap between assets and liabilities, and by maintaining highly liquid supplementary funding resources.

On the basis of the SMBC Group-wide basic policies for risk management, we have a quantitative management process to control market and liquidity risks on an SMBC Group-wide basis. We at least annually review and identify which companies primarily carry the market and liquidity risks within us. We set permissible level limits of risk for each identified company in consideration of those companies' business plans. We ensure that each identified company establishes a risk management system that is appropriate to the risks it faces, and has built-in transparent risk management processes which clearly separate front, middle and back office operations, and establishes a control system of mutual checks and balances.

### ***Framework for Market and Liquidity Risk Management***

The board of directors authorizes important matters related to the management of market and liquidity risks, such as the basic policies and risk appetite, which are decided by the Management Committee. The Corporate Risk Management Department and the Risk Management Information Department, which are independent from the business units that directly handle market transactions, manage market and liquidity risks in an integrated manner. The Corporate Risk Management Department and the Risk Management Information Department not only monitor the current risk situations but also report regularly to the Management Committee and the board of directors.

Additionally, the Asset Liability Management (“ALM”) Committee meets on a quarterly basis to examine reports on the state of market and liquidity risk management and to discuss our ALM operation policies. Furthermore, SMBC’s ALM Committee meets on a monthly basis to examine reports on the state of market and liquidity risks and to discuss SMBC’s ALM operations.

Under our internal audit system, internal audits are also periodically performed to verify that the risk management framework is functioning properly.

### ***Market Risk Management Methods***

#### *Market Risk Management Process*

We manage market risk capital derived from trading activities and non-trading activities, including equity holding investments and other transactions in the RAF by taking into account our shareholders’ equity and other principal indicators of our financial position. We also establish an upper limit on value at risk (“VaR”) and losses as Risk Appetite Measures.

Our market risk can be divided into various factors: interest rates, foreign exchange rates, equity prices and option risks. We manage each of these risks by employing the VaR method as well as supplemental indicators suitable for managing each risk, such as the basis point value (“BPV”).

VaR is the largest predicted loss that is possible given a fixed confidence interval. For example, our VaR indicates the largest loss that is possible for a holding period of one day and a confidence interval of 99.0%. BPV is the amount of change in assessed value as a result of a one-basis-point (0.01%) movement in interest rates.

#### *Market Risk Measurement Techniques—Value at Risk*

The principal SMBC Group companies’ internal VaR model makes use of historical data to prepare scenarios for market fluctuations and, by conducting simulations of gains and losses on a net position basis, the model estimates the maximum losses that may occur. The VaR calculation method we employ for both trading and non-trading activities is based mainly on the following:

- the historical simulation method;
- a one-sided confidence interval of 99.0%;
- a one-day holding period (a one-year holding period for the equity holding investment portfolio); and
- an observation period of four years (ten years for the equity holding investment portfolio).

This method is reviewed periodically and refined, if necessary.

The relationship between the VaR calculated by the model and the hypothetical profit and loss data is back-tested periodically. There were no significant excess losses in the back-testing results including the trading accounts. The back-testing results are reviewed by management, which also monitors the ongoing suitability of the VaR model.

#### *Trading Activities*

Most of our trading activity is undertaken to accommodate the needs of commercial banking customers for interest rate and foreign exchange transactions. However, some interest rate and foreign exchange rate positions are taken using derivatives and other on-balance sheet instruments with the objective of earning a profit from favorable movements in market rates. The overall objective of managing market risk is to avoid unexpected losses due to changes in market prices.

### Non-trading Activities

The market risk for non-trading activity arises principally from the interest rate risk of our ALM operations, or banking, including loans, debt investment securities, deposits, and long- and short-term borrowings, and from the equity risk of our equity holding investments. ALM operations are regularly reviewed and discussed by the ALM Committee so as not to be heavily exposed to market fluctuations. Equity holding investment is a portfolio that consists principally of publicly traded Japanese equities. This portfolio, like that of other financial institutions in Japan, has historically included shares of our customers.

*VaR Summary for the Fiscal Years Ended March 31, 2024 and 2023*

The following tables show our VaR by risk category and these figures are prepared based on the internal reporting provided to management. Our material market risk exposure categories consist of interest rate risk, foreign exchange risk, equities and commodities risk and others. The section headed “VaR for Trading Activity” shows our VaR for instruments entered into for trading purposes and the VaR model for the trading book includes principal consolidated subsidiaries. The section headed “VaR for Non-Trading Activity” shows our VaR for instruments entered into for purposes other than trading purposes. “Equity Holding Investment” in the “VaR for Non-Trading Activity” section is a portfolio that consists principally of publicly traded Japanese equities. This portfolio, like that of other financial institutions in Japan, has historically included shares of our customers.

## (a) VaR for Trading Activity

		Interest rate risk		Foreign exchange risk		Equities and commodities risk		Others		Total <sup>(1)</sup>
						(In billions)				
<b>For the fiscal year ended March 31, 2024:</b>										
SMBC Consolidated										
Maximum .....	¥	39.6	¥	33.5	¥	2.8	¥	14.1	¥	21.5
Minimum .....		5.1		2.6		0.1		5.1		10.9
Daily average .....		10.4		7.8		1.3		9.5		15.3
At March 31, 2024 .....		5.6		4.0		0.1		13.3		17.5
SMFG Consolidated										
Maximum .....	¥	49.6	¥	34.9	¥	12.8	¥	14.1	¥	46.4
Minimum .....		15.7		3.8		5.2		5.1		27.2
Daily average .....		22.5		9.0		7.4		9.5		34.4
At March 31, 2024 .....		19.5		5.2		8.1		13.3		40.0
		Interest rate risk		Foreign exchange risk		Equities and commodities risk		Others		Total <sup>(1)</sup>
						(In billions)				
<b>For the fiscal year ended March 31, 2023:</b>										
SMBC Consolidated										
Maximum .....	¥	75.3	¥	73.7	¥	1.7	¥	9.5	¥	15.3
Minimum .....		12.8		11.9		0.2		4.8		10.5
Daily average .....		54.3		49.4		0.7		7.0		12.6
At March 31, 2023 .....		27.9		22.6		0.2		5.7		11.6
SMFG Consolidated										
Maximum .....	¥	84.4	¥	75.1	¥	7.6	¥	9.5	¥	31.8
Minimum .....		21.7		13.2		4.3		4.8		25.2
Daily average .....		63.5		50.8		6.1		7.0		28.4
At March 31, 2023 .....		37.6		23.9		5.5		5.7		27.7

(1) Total for “Maximum,” “Minimum,” and “Daily average” represent the maximum, minimum and daily average of the total of the trading book. For certain subsidiaries, we employ the standardized method and/or the historical simulation method for the VaR calculation method.

(b) VaR for Non-trading Activity

(i) Banking

	<u>Interest rate risk</u>		<u>Foreign exchange risk</u>		<u>Equities and commodities risk</u>		<u>Others</u>		<u>Total<sup>(1)</sup></u>	
	(In billions)									
<b>For the fiscal year ended March 31, 2024:</b>										
SMBC Consolidated										
Maximum .....	¥	91.4	¥	0.5	¥	32.6	¥	0.0	¥	98.1
Minimum .....		60.7		0.0		4.0		0.0		64.1
Daily average .....		75.8		0.0		21.3		0.0		84.6
At March 31, 2024 .....		78.0		0.0		31.8		0.0		93.5
SMFG Consolidated										
Maximum .....	¥	92.8	¥	0.5	¥	32.6	¥	0.0	¥	99.5
Minimum .....		62.1		0.0		4.0		0.0		65.5
Daily average .....		77.1		0.0		21.3		0.0		85.9
At March 31, 2024 .....		79.6		0.0		31.8		0.0		95.1
	<u>Interest rate risk</u>		<u>Foreign exchange risk</u>		<u>Equities and commodities risk</u>		<u>Others</u>		<u>Total<sup>(1)</sup></u>	
	(In billions)									
<b>For the fiscal year ended March 31, 2023:</b>										
SMBC Consolidated										
Maximum .....	¥	67.3	¥	0.7	¥	18.3	¥	0.0	¥	73.4
Minimum .....		40.1		0.0		3.3		0.0		43.6
Daily average .....		53.6		0.2		8.6		0.0		57.1
At March 31, 2023 .....		63.3		0.0		11.3		0.0		68.0
SMFG Consolidated										
Maximum .....	¥	68.0	¥	0.7	¥	18.3	¥	0.0	¥	74.0
Minimum .....		41.2		0.0		3.3		0.0		44.7
Daily average .....		54.5		0.2		8.6		0.0		58.0
At March 31, 2023 .....		64.7		0.0		11.3		0.0		69.4

(1) Total for “Maximum,” “Minimum,” and “Daily average” represent the maximum, minimum and daily average of the total of the banking book.

(ii) Equity Holding Investment

	<u>Equities risk</u> (In billions)
<b>For the fiscal year ended March 31, 2024:</b>	
SMBC Consolidated	
Maximum .....	¥ 1,263.3
Minimum .....	970.9
Daily average .....	1,135.0
At March 31, 2024 .....	1,252.7
SMFG Consolidated	
Maximum .....	¥ 1,582.6
Minimum .....	1,189.3
Daily average .....	1,401.0
At March 31, 2024 .....	1,567.2
	<u>Equities risk</u> (In billions)
<b>For the fiscal year ended March 31, 2023:</b>	
SMBC Consolidated	
Maximum .....	¥ 1,047.4
Minimum .....	879.5
Daily average .....	961.3
At March 31, 2023 .....	1,003.2
SMFG Consolidated	
Maximum .....	¥ 1,241.1
Minimum .....	1,067.2
Daily average .....	1,163.0
At March 31, 2023 .....	1,224.8

*Stress Tests*

The market occasionally undergoes extreme fluctuations that exceed projections. Therefore, to manage market risk, it is important to run simulations of situations that may occur only once in many years, or so-called stress tests. To prepare for unexpected market swings, we perform stress tests on a monthly basis based on various scenarios.

The limitations of the VaR methodology include the following:

- The use of historical data as a proxy for estimating future events may underestimate the probability of extreme market movements. Past market movement is not necessarily a good indicator of future events;
- The use of a holding period assumes that all positions can be liquidated or hedged in that period of time. This assumption does not fully capture the market risk arising during periods of illiquidity, when liquidation or hedging in that period of time may not be possible;
- The use of a confidence level neither takes account of, nor makes any statement about, any losses that might occur beyond this level of confidence; and
- VaR does not capture all of the complex effects of the risk factors on the value of positions and portfolios and could underestimate potential losses.

*Additional Information for Certain Risks*

(a) Interest Rate Risk

To supplement the above limitations of VaR methodologies, the SMBC Group adopts various indices to measure and monitor the sensitivity of interest rates, including delta, gamma and vega risks. The SMBC Group

considers BPV as one of the most significant indices to manage interest rate risk. BPV is the amount of change in the value to the banking and trading book as a result of a one-basis-point (0.01%) movement in interest rates. The principal SMBC Group companies use BPV to monitor interest rate risk, not only on a net basis, but also by term to prevent the concentration of interest rate risk in a specific period. In addition, as previously addressed, the SMBC Group enhances the risk management methods of VaR and BPV by using them in combination with back-testing and stress tests.

Interest rate risk substantially changes depending on the method used for recognizing the expected maturity dates of demand deposits that can be withdrawn at any time or the method used for estimating the timing of cancellation prior to maturity of time deposits and consumer housing loans. At SMBC, the maturity of demand deposits that are expected to be left with SMBC for a prolonged period is regarded to be at the longest five years (2.5 years on average), and the cancellation prior to maturity of time deposits and consumer housing loans is estimated based on historical data.

Based on the standards for interest rate risk in the banking book issued by the BCBS in April 2016, the FSA revised the related regulatory guidelines pertaining to monitoring of interest rate risks in the banking book in December 2017. The revised disclosure requirements with respect to the changes in economic value of equity (“ $\Delta$ EVE”) and changes in net interest income (“ $\Delta$ NII”) in the banking book as a result of interest rate shocks have been applied from March 31, 2018. The tables below present  $\Delta$ EVE and  $\Delta$ NII of SMBC and SMFG on a consolidated basis at March 31, 2024 and 2023, respectively.

$\Delta$ EVE is defined as a decline in economic value as a result of an interest rate shock. It is calculated by multiplying the interest rate sensitivity (excluding credit spread) and interest rate change. The FSA implements a “materiality test” to identify banks taking excessive interest rate risks. Under the materiality test, the FSA monitors the ratio of  $\Delta$ EVE to Tier 1 capital based on a set of prescribed interest rate shock scenarios. The threshold applied by the FSA is 15% and the ratios for SMBC on a consolidated basis at March 31, 2024 and 2023 were 2.5% and 2.9%, respectively and those for SMFG on a consolidated basis at March 31, 2024 and 2023 were 2.2% and 2.5%, respectively.

$\Delta$ NII is defined as a decline in interest income over a rolling 12-month period as a result of an interest rate shock. It is calculated assuming a constant balance sheet over a forward-looking rolling 12-month period.

		At March 31, 2024		At March 31, 2023	
		<u>ΔEVE</u>	<u>ΔNII</u>	<u>ΔEVE</u>	<u>ΔNII</u>
		(In billions)			
SMBC Consolidated					
Parallel shock up . . . . .	¥	295.8	¥ (506.1)	¥ 287.1	¥ (462.5)
Parallel shock down . . . . .		172.7	692.7	85.5	664.4
Steeper shock . . . . .		40.5	—	165.1	—
Flattener shock . . . . .		224.6	—	36.2	—
Short rate shock up . . . . .		173.9	—	64.6	—
Short rate shock down . . . . .		39.8	—	67.4	—
Maximum . . . . .		295.8	692.7	287.1	664.4
		At March 31, 2024		At March 31, 2023	
		(In billions)			
Tier 1 Capital . . . . .	¥	11,937.9		¥	9,963.2

		At March 31, 2024		At March 31, 2023	
		ΔEVE	ΔNII	ΔEVE	ΔNII
		(In billions)			
SMFG Consolidated					
Parallel shock up . . . . .	¥	295.8	¥ (506.1)	¥ 287.1	¥ (462.5)
Parallel shock down . . . . .		172.7	692.7	85.5	664.4
Steeper shock . . . . .		40.5	—	165.1	—
Flattener shock . . . . .		224.6	—	36.2	—
Short rate shock up . . . . .		173.9	—	64.6	—
Short rate shock down . . . . .		39.8	—	67.4	—
Maximum . . . . .		295.8	692.7	287.1	664.4

		At March 31, 2024		At March 31, 2023
		(In billions)		
Tier 1 Capital .....	¥	13,311.6	¥	11,548.9

Note: ΔEVE and ΔNII are calculated by currency and the results are aggregated across the various currencies. For ΔNII, only Japanese yen and U.S. dollars are included in the calculation. These are the material currencies where interest rate sensitive assets and liabilities are more than 5% of total assets and liabilities.

#### (b) Foreign Exchange Risk

The principal SMBC Group companies set risk limits for each currency to manage the concentration of the foreign currency position. The foreign exchange risk is immaterial as shown above in VaR by risk category.

#### (c) Equity Holding Investment Risk

We establish limits on allowable risk for equity holding investments, and monitor the observance of those limits to keep stock price fluctuation risk within acceptable parameters. We have been reducing our equity holding investments, and the balance is within a permitted level, which is less than 100% of our consolidated Tier 1 Capital. See “Item 4.B. Business Overview—Regulations in Japan—Regulations for Stabilizing the Financial System—Restriction on Aggregate Shareholdings by a Bank.”



### ***Liquidity Risk Management Methods***

We regard liquidity risk as one of the major risks. Our liquidity risk management is based on a framework consisting of setting Risk Appetite Measures and establishing contingency plans.

The Risk Appetite Measures are measures for selecting the types and levels of risk that we are willing to take on or tolerate. As the level of liquidity risk is evaluated based on cash flow and balance sheet conditions, Risk Appetite Measures have been set for both of these areas. These measures include the Liquidity Coverage Ratio, a liquidity regulation, as well as a measure of the periods for which it will be possible to maintain funding levels even under stress due to deposit outflows or other factors, and the ratio which shows how much the stable funding covers the funding for loans and other assets.

The tolerated levels of risk are set based on account funding status, cash management planning, economic environments and other factors, and measures are monitored on a daily or monthly basis in order to limit reliance on short-term funding and appropriately manage liquidity.

As a framework to complement the Risk Appetite Measures, upper limits are set in place on both an SMBC Group company basis and individual branch bases with regard to funding gaps, which are defined as a maturity mismatch between the source of funds and use of funds.

Furthermore, contingency plans are established in preparation for emergency situations. These plans contain information on chains of command and lines of reporting as well as detailed action plans depending on the existing situation (i.e., normal, concerned, or crisis). Meanwhile, SMBC carries out quantitative management of alert indications based on early warning indicators established to assist the bank in promptly and systematically detecting liquidity risks.

### **Operational Risk**

Operational risk is the possibility of losses arising from inadequate or failed internal processes, people and systems or from external events. Specifically, it covers processing risk, system risk, legal risk, human resources risk, tangible asset risk and third party risk. We have prepared operational risk management regulations to define the basic rules to be observed across the SMBC Group. Under these regulations, we are working to raise the level of sophistication of our management of operational risk across the SMBC Group by providing an effective framework for the identification, assessment, control and monitoring of significant risk factors and by establishing a system for executing contingency and business continuity plans.

Processing risk is the risk of losses arising from the failure of directors and employees to perform administrative duties in accordance with administrative rules and procedures, or from accidents or misconduct. We have clarified the divisions responsible for the oversight functions for processing risk management, and we are working to raise the level of sophistication of our management of processing risk across the whole SMBC Group by establishing systems for managing the processing risks faced by SMBC Group companies, ensuring in-office inspection, minimizing losses in the event of processing risk materialization by drafting exhaustive contingency plans, and carrying out thorough quantification of the risk under management as basic principles.

System risk is the risk arising from nonconformity to the business strategy, inappropriate technologies applied, changes to the development plan and delay in development when building an information system, and the risk of loss incurred due to the breakdown including those caused by cyber attack (unauthorized alteration, destruction, duplication and leakage of the information). We have set the following as basic principles: recognizing information systems as an essential part of management strategy taking into account advances in IT, minimizing system risk by drafting regulations and specific management standards, (including a security policy) and establishing contingency plans to minimize losses if a system risk materializes.

## **Conduct Risk**

Conduct risk is the risk that customer protection, market soundness, fair competition, the public interest, and the Group's stakeholders will be adversely affected by actions that violate laws, regulations, or social norms. SMBC Group's fundamental stance is that its business is not to negatively affect customers, market integrity, effective competition, public interests, and stakeholders. Efforts are being made to improve group-wide conduct risk management. Focuses of these efforts include preemptively identifying phenomena with the potential to cause significant deterioration in the trust of the SMBC Group and preventing the materialization of serious management risks by being keenly responsive to environmental changes.

## **Reputational Risk**

Reputational risk is the risk of not meeting the expectations for high ethics, integrity, etc. by the stakeholders (that is, customers, shareholders, market, society, environment, employees, etc.) due to the business of the SMBC Group and the behavior of employees and other related parties, as well as of leading to impairment of the corporate value and decline in trust. We have prepared reputational risk management regulations to define the basic rules to be observed across the SMBC Group. Under these regulations, we are working to clarify our operating system of reputational risk, systems, methods and rules of reputational risk management and realize a highly efficient reputational risk management.

## **Model Risk**

Model risk is the risk of potential adverse consequences or financial loss resulting from misinformed decision making based on inaccurate model outputs or using the model inappropriately. SMBC Group has established a system for managing model risk based on the group-wide basic policies for risk management. SMBC Group is working to improve model risk management across the Group by adhering to basic principles such as performing management based on a risk-based approach, evaluating model risk and carrying out quantitative management.

## **Environmental and Social Risk**

Environmental and social risk is the risk that environmental and social factors become risk drivers and transmit through various pathways to each risk category such as credit risk, operational risk, and reputational risk, ultimately resulting in losses to the SMBC Group. This risk includes climate-related risk, nature-related risk and human rights risk. We have developed environmental and social risk management policies to define the basic rules to be complied across the SMBC Group. Under these regulations, we identify the locations of environmental and social risk to be managed, and then to conduct management in an appropriate manner according to the characteristics of environmental and social risk.

## **Item 12. Description of Securities other than Equity Securities**

### **12.A. DEBT SECURITIES**

Not applicable.

### **12.B. WARRANTS AND RIGHTS**

Not applicable.

### **12.C. OTHER SECURITIES**

Not applicable.

## 12.D. AMERICAN DEPOSITARY SHARES

Under the terms of the deposit agreement, an ADS holder may have to pay the following service fees to the depositary:

Service	Fees
Issuance of ADSs	Up to U.S. 5¢ per ADS issued
Cancellation of ADSs	Up to U.S. 5¢ per ADS canceled
Distribution of cash dividends or other cash distributions	Up to U.S. 5¢ per ADS held
Distribution of ADSs pursuant to stock dividends, free stock distributions or exercises of rights	Up to U.S. 5¢ per ADS held
Distribution of securities other than ADSs or rights to purchase additional ADSs	Up to U.S. 5¢ per ADS held
Depositary services	Up to U.S. 5¢ per ADS held on the applicable record date(s) established by the depositary

An ADS holder will also be responsible for paying certain fees and expenses incurred by the depositary and certain taxes and governmental charges such as:

- taxes (including applicable interest and penalties) and other governmental charges;
- the registration fees applicable to transfers of shares or other deposited securities to or from the name of the custodian, the depositary or any nominees upon the making of deposits or withdrawals, respectively;
- the cable, telex and facsimile transmission and delivery expenses expressly provided in the deposit agreement to be at the expense of the person depositing or withdrawing shares or holders and beneficial owners of ADSs;
- the expenses and charges incurred by the depositary in the conversion of foreign currency;
- the fees and expenses incurred by the depositary in connection with compliance with exchange control regulations and other regulatory requirements applicable to shares, deposited securities, ADSs and ADRs; and
- the fees and expenses incurred by the depositary, the custodian or any nominee in connection with the servicing or delivery of deposited securities.

Depositary fees payable upon the issuance and cancellation of ADSs are typically paid to the depositary by the brokers (on behalf of their clients) receiving the newly issued ADSs from the depositary and by the brokers (on behalf of their clients) delivering the ADSs to the depositary for cancellation. The brokers in turn charge these transaction fees to their clients.

Citibank, N.A., as depositary, has agreed to reimburse the Company for certain expenses the Company incurs in connection with its ADR program, subject to certain ceilings. During the fiscal year ended March 31, 2024, we received \$384,507.97 as reimbursement for such expenses.

## PART II

### Item 13. Defaults, Dividend Arrearages and Delinquencies

None.

### Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds

None.

### Item 15. Controls and Procedures

#### Disclosure Controls and Procedures

We carried out an evaluation under the supervision and with the participation of our management, including Toru Nakashima, our President and Group Chief Executive Officer, and Fumihiko Ito, our Senior Managing Corporate Executive Officer and Group Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934) at March 31, 2024. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective disclosure controls and procedures can only provide reasonable, not absolute, assurance of achieving their control objectives. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Based upon the evaluation referred to above, Toru Nakashima and Fumihiko Ito concluded that the design and operation of our disclosure controls and procedures at March 31, 2024 were effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

#### Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Our internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management evaluated the effectiveness of our internal control over financial reporting at March 31, 2024 based on the criteria established in "Internal Control—Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the evaluation, management has concluded that we maintained effective internal control over financial reporting at March 31, 2024.

The effectiveness of our internal control over financial reporting at March 31, 2024 has been audited by KPMG AZSA, our independent registered public accounting firm, as stated in the “Report of Independent Registered Public Accounting Firm” included in this annual report.

### Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the period covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### Item 16A. Audit Committee Financial Expert

Our board of directors has determined that Shozo Yamazaki is an “audit committee financial expert” as defined in Item 16A of Form 20-F and is “independent” as defined in the listing standards of the NYSE.

### Item 16B. Code of Ethics

We have adopted a code of ethics, which is comprised of internal rules included in our business ethics and compliance manual, each of which applies to all our directors, officers and other employees.

A copy of the sections of our business ethics and compliance manual equivalent to the “code of ethics” (as defined in paragraph (b) of Item 16B of Form 20-F) is attached as Exhibit 11.1 to this annual report.

There were no material changes to our internal compliance rules during the fiscal year ended March 31, 2024. No waivers of the business ethics and compliance manual have been granted to any of our directors, officers or other employees, during the fiscal year ended March 31, 2024.

### Item 16C. Principal Accountant Fees and Services

#### *Fees for Services Provided by KPMG AZSA and its Affiliates*

The aggregate fees billed by KPMG AZSA, our independent registered public accounting firm, and its affiliates, for the fiscal years ended March 31, 2024 and 2023 are presented in the following table:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Audit fees <sup>(1)</sup> . . . . .	¥ 6,961	¥ 6,636
Audit-related fees <sup>(2)</sup> . . . . .	444	337
Tax fees <sup>(3)</sup> . . . . .	48	50
All other fees <sup>(4)</sup> . . . . .	24	44
Total . . . . .	¥ 7,477	¥ 7,067

- (1) Audit fees primarily include fees for the audit of our and our subsidiaries’ annual financial statements and fees for the services that are normally provided in connection with our statutory and regulatory filings.
- (2) Audit-related fees primarily include fees for attestation and related services that are not reported under audit fees.
- (3) Tax fees primarily include fees for tax compliance, assistance with preparation of tax return filings and tax advisory services.
- (4) All other fees include fees for a gap analysis on system security controls in overseas offices.

#### *Pre-Approval Policies and Procedures*

Pursuant to Rule 2-01(c)(7) of Regulation S-X, our audit committee pre-approves all engagements with KPMG AZSA and its affiliates. Under the policies and procedures established by our audit committee, the Company and its

subsidiaries must apply to our audit committee for pre-approval on either a periodic basis twice a year for services expected to be performed in the coming months or case-by-case basis before entering into the engagement with KPMG AZSA and its affiliates to perform audit and permitted non-audit services.

Pre-approval is granted by our audit committee prior to entering into the engagement. Additionally, if necessary, full-time audit committee members may consider any case-by-case application for pre-approval on behalf of our audit committee prior to the next scheduled audit committee meeting. Such pre-approvals made by full-time audit committee members are reported to our audit committee at the next scheduled audit committee meeting.

Fees approved pursuant to the procedures described in paragraph 2-01(c)(7)(i)(C) of Regulation S-X, which provides for an exception to the general requirement for pre-approval in certain circumstances, were none for the fiscal years ended March 31, 2024 and 2023.

#### **Item 16D. Exemptions from the Listing Standards for the Audit Committee**

Not applicable.

#### **Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table sets forth purchases of our common stock by us and our affiliated purchasers during the fiscal year ended March 31, 2024:

	<b>Total number of shares purchased<sup>(1)(2)</sup></b>	<b>Average price paid per share</b>	<b>Total number of shares purchased as part of publicly announced plans or programs<sup>(3)(4)</sup></b>	<b>Maximum number of shares that may yet be purchased under the plans or programs<sup>(3) (4)</sup></b>
April 1 to April 30, 2023 .....	5,525,957	¥5,469	5,524,700	28,856,300
May 1 to May 31, 2023 .....	5,025,129	5,647	5,023,400	23,832,900
June 1 to June 30, 2023 .....	474,758	5,654	472,900	23,360,000
July 1 to July 31, 2023 .....	1,899	6,264	—	—
August 1 to August 31, 2023 .....	2,381	6,444	—	—
September 1 to September 30, 2023 .....	2,621	7,233	—	—
October 1 to October 31, 2023 .....	1,863	7,314	—	—
November 1 to November 30, 2023 .....	2,899,636	7,375	2,898,100	23,101,900
December 1 to December 31, 2023 .....	7,355,199	7,005	7,353,100	15,748,800
January 1 to January 31, 2024 .....	4,226,826	7,255	4,224,500	11,524,300
February 1 to February 29, 2024 .....	2,946,766	7,807	2,943,700	8,580,600
March 1 to March 31, 2024 .....	2,715,907	8,663	2,712,600	5,868,000
<b>Total .....</b>	<b>31,178,942</b>	<b>¥6,782</b>	<b>31,153,000</b>	<b>—</b>

- (1) A total of 25,942 shares were purchased other than through a publicly announced plan or program during the fiscal year ended March 31, 2024, due to our purchases of shares constituting less than one unit from registered holders of such shares at the current market prices of those shares.
- (2) Pursuant to our stock compensation plans utilizing restricted stock for executives, after the expiration of applicable time periods, a certain amount of the shares initially allotted to executives are released from transfer restrictions. We retrieve the allotted but unreleased shares from the executives at nil cost. See “Item 6.E. Share Ownership.” A total of 39,730 shares were retrieved from executives at nil cost during the fiscal year ended March 31, 2024. In addition, some shares were retrieved from executives at nil cost, based on agreements on the allotment of restricted shares. These shares which were retrieved from executives at nil cost are excluded from the total number of shares purchased in this table.
- (3) On November 14, 2022, we announced that our board of directors resolved to repurchase shares of our common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 61,000,000 shares of our common stock and (ii) an aggregate of ¥200 billion between November 15, 2022 and May 31, 2023. During the fiscal year ended March 31, 2023,

pursuant to the resolution, we repurchased 26,619,000 shares of our common stock for ¥139 billion in aggregate. On June 1, 2023, we announced that we completed the repurchase pursuant to the resolution, acquiring 37,640,000 shares of our common stock for ¥200 billion in aggregate. We cancelled all of the repurchased shares on June 20, 2023.

- (4) On November 14, 2023, we announced that our board of directors resolved to repurchase shares of our common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 26,000,000 shares of our common stock and (ii) an aggregate of ¥150 billion between November 15, 2023 and March 31, 2024. On March 22, 2024, we completed the repurchase pursuant to the resolution, acquiring 20,132,000 shares of our common stock for ¥150 billion in aggregate. We cancelled all of the repurchased shares on April 15, 2024.

On May 15, 2024, we announced that our board of directors resolved to repurchase shares of our common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 15,000,000 shares of our common stock and (ii) an aggregate of ¥100 billion between May 16, 2024 and July 31, 2024. The cancellation of the repurchased share is scheduled on August 20, 2024. During May 2024, the Company entered into contracts to repurchase 1,309,000 shares of our common stock for ¥13 billion in aggregate.

#### **Item 16F. Change in Registrant's Certifying Accountant**

None.

#### **Item 16G. Corporate Governance**

Companies listed on the NYSE must comply with certain corporate governance standards provided under Section 303A of the NYSE Listed Company Manual. However, NYSE-listed companies that are foreign private issuers, including us, are permitted to follow home country practices in lieu of certain provisions of Section 303A if such foreign private issuers meet certain criteria. We rely on the exemption for home country practices concerning the listing of our ADSs on the NYSE.

Under the Companies Act, we are required to have a corporate governance system with (i) a board of corporate auditors, (ii) an audit and supervisory committee, or (iii) three statutory committees: a nominating committee, an audit committee and a compensation committee. We have adopted a company with three statutory committees system of corporate governance.

Foreign private issuers listed on the NYSE are required to provide to their U.S. investors a brief, general summary of the significant differences of corporate governance practices that differ from U.S. companies under NYSE listing standards. The following is a summary of the significant ways in which our corporate governance practices differ from NYSE standards followed by U.S. companies:

- U.S. companies listed on the NYSE are required to have a majority of directors that meet the independence requirements under Section 303A of the NYSE's Listed Company Manual. Under the Companies Act, we are required to have three statutory committees consisting of members of our board of directors, of which the majority must be outside directors. Currently, seven of our thirteen directors are outside directors who meet the requirements under the Companies Act.
- U.S. companies listed on the NYSE are required to have an audit committee composed entirely of independent directors. Under the Companies Act, we are required to have an audit committee that consists of three or more members of our board of directors, of which the majority must be outside directors. Currently, three of the five members of our audit committee are outside directors that meet the requirements under the Companies Act. Our audit committee satisfies the requirements of Rule 10A-3 under the Exchange Act, including the independence requirements thereunder.
- A NYSE-listed U.S. company is required to have a nominating/corporate governance committee and a compensation committee, all of which must be composed entirely of independent directors. The members of the compensation committee must satisfy additional requirements set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual. A compensation committee must also



have the authority to, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. This authority is subject to the committee's consideration of certain criteria set forth in Section 303A.05(c) of the NYSE Listed Company Manual regarding the independence of the adviser. Under the Companies Act, we are required to establish a nominating committee and a compensation committee, each of which consisting of at least three directors and of which the majority of the members must be outside directors. Currently, four of the five members of our nominating committee and four of the six members of compensation committee are outside directors who meet the requirements under the Companies Act.

- A NYSE-listed U.S. company must adopt a code of business conduct and ethics and must post the code on its website. While we are not required to adopt such code under Japanese law or the rules of stock exchanges in Japan on which we are listed, we maintain our code of conduct and ethics as our standard for corporate conduct to be observed by our directors, officers and employees.
- A NYSE-listed U.S. company must adopt corporate governance guidelines and must post the guidelines on its website. While we are not required to adopt such guidelines under Japanese law, the rules of the stock exchanges in Japan on which we are listed, including the Tokyo Stock Exchange, require listed companies, including us, to comply with the principles of the Corporate Governance Code established by those stock exchanges and, in cases of noncompliance with some or all of the principles, to disclose the reasons for such noncompliance. We established the SMFG Corporate Governance Guideline, in consideration of the Corporate Governance Code, to present our basic views and guidelines on corporate governance and improve our corporate governance system. The SMFG Corporate Governance Guideline is available on our website (the contents of which are not incorporated by reference in this annual report).
- A NYSE-listed U.S. company must hold regularly scheduled executive sessions where participants are limited to non-management directors. While we are not required to hold such sessions under the Companies Act, the SMFG Corporate Governance Guideline provides that our outside directors, who are neither executive directors, executive corporate officers nor employees, will endeavor to exchange information and develop a shared awareness among them regarding matters relating to the corporate governance and business of SMBC Group from an independent and objective standpoint. The SMFG Corporate Governance Guideline further provides, as a concrete way of exchanging information and developing this shared awareness, that outside directors may hold meetings that only outside directors may attend, as necessary.
- A NYSE-listed U.S. company must generally obtain shareholder approval with respect to any equity compensation plan, subject to limited exemptions. Under the Companies Act, companies with three statutory committees such as us are not required to obtain shareholder approval with respect to equity compensation plans. In this case, the compensation committee is required to establish policies in regard to the determination of the compensation of the directors and corporate executive officers, including stock compensation plans that utilize restricted stock, and determines the compensation of the individual directors and corporate executive officers in accordance with such policies. For details of the equity compensation plan introduced by us, see "Item 6.E. Share Ownership."

#### **Item 16H. Mine Safety Disclosure**

Not applicable.

#### **Item 16I. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections**

Not applicable.

## **Item 16J. Insider Trading Policies**

Based on SMFG's general policy relating to insider transactions and the handling of non-public information about publicly listed companies, SMFG has adopted procedures governing the purchase, sale and other dispositions of securities of publicly listed companies, including SMFG, which apply to SMFG's directors, officers and other employees. Portions of the procedures do not apply to locally hired employees of SMFG overseas. A copy of the procedures is attached as Exhibit 11.2 to this annual report. Similar policies and procedures relating to insider transactions apply to directors, officers and other employees of certain of our domestic subsidiaries, including SMBC.

## **Item 16K. Cybersecurity**

The risk of cybersecurity threats is growing ever more serious as a result of the accelerated digitization of financial services and changes to the surrounding environment. We strengthen our security controls in order to achieve a society that is resilient to cybersecurity threats and provide more secure services to our customers.

SMFG and some of our group companies have established a "Declaration of Cybersecurity Management." This declaration indicates that we acknowledge cybersecurity as a key management issue, and expresses a commitment to enhancing the security posture not just within our organization, but across society as a whole. Under this declaration, we promote the strengthening of cybersecurity controls led by management in order to counter the increasing severity and sophistication of cyber threats.

## **Risk Management and Strategy**

We define cybersecurity threats as one of the top risks for our group. Under the concept of "three lines of defense," we have integrated cybersecurity risk management, which assesses, identifies, and manages material risks from cybersecurity threats, into a company-wide framework and have established a structure with over 600 personnel. Cybersecurity risk management forms part of our cybersecurity operational plan, which is subject to approval by the Management Committee.

We periodically engage third-party consultants to conduct maturity assessments based on global cybersecurity frameworks to test our cybersecurity controls. Using our threat intelligence function, we collect information such as the latest cybersecurity threats, vulnerabilities and geopolitical developments, and leverage them to detect and prevent those cybersecurity threats. To deter attacks exploiting vulnerabilities, we regularly conduct vulnerability assessments using various tools and also conduct threat-led penetration testing by entrusting external vendors to penetrate actual systems and evaluate vulnerabilities.

We have designed a multilayered cyber defense system that includes detection and interception of suspicious communications from the outside, as well as operation and monitoring of various security programs and systems, to protect against various cyberattacks such as unauthorized access and mass access attacks. We have established a Security Operation Center ("SOC") with a 24-hour, 365-day monitoring function and locate SOCs in various regions. Through coordination among SOCs in each region, we further strengthen security monitoring on a group-wide basis.

In terms of preparedness for cyber incidents, we established a Computer Security Incident Response Team ("CSIRT") to prepare for any incidents and have set up a response system. The CSIRT actively collects cyber information on attackers' methods and vulnerabilities from both inside and outside of our organization and shares them with external organizations such as government authorities in relevant nations and the Financial Services Information Sharing and Analysis Center ("FS-ISAC") or other relevant organizations as necessary. In addition, we regularly participate in attack simulation exercises conducted by outside experts or the authorities to further strengthen our cyberattack response and resilience. We have established risk management processes including in relation to third parties such as outsourced vendors, and regularly monitor the actual situation.

For the fiscal year ended March 31, 2024, there were no cybersecurity incidents that had a material impact on our results of operations or financial condition.

## **Governance**

The Management Committee regularly discusses cybersecurity risk management in order to further strengthen our security posture based on our cybersecurity operational plan.

In order to clarify the roles and responsibilities for promoting the effectiveness of security controls, the position of Group Chief Information Security Officer (“CISO”) has been assigned under the Group Chief Information Officer (“CIO”) and the Group Chief Risk Officer (“CRO”). The Group CISO is responsible for supervision and direction of controls to manage cybersecurity threats on a group-wide basis. The current Group CISO has been working in the systems sector for many years and has extensive experience in cybersecurity, technology risk management and information security. Group Vice CISOs and regional CISOs are stationed under the Group CISO to help secure cybersecurity controls.

Our directors, in their capacities serving on the full board of directors as well as on the risk committee and audit committee, obtain information and oversee the status of the cybersecurity risk management. Based on reports from the Group CIO regarding the status of cybersecurity risk management, the board supervises the cybersecurity operational plan and its implementation on risk management related to systems, including cybersecurity. The risk committee oversees the implementation of the cybersecurity operational plan on comprehensive risk management, which includes cybersecurity risk, based on regular reports from the Group CRO. The audit committee supervises the implementation status based on regular reports from the Group CISO on the status of cybersecurity controls. Additionally, members of our board of directors periodically receive reports on cybersecurity information including external threat trends and our cybersecurity control measures from the Group CISO.

## PART III

### Item 17. Financial Statements

We have responded to Item 18 in lieu of this item.

### Item 18. Financial Statements

The information required by this item is set forth in our consolidated financial statements starting on page F-1 of this annual report.

### Item 19. Exhibits

We have filed the following documents as exhibits to this document:

Exhibit 1.1	Articles of Incorporation of Sumitomo Mitsui Financial Group, Inc., as amended on March 1, 2023, incorporated by reference from our annual report on Form 20-F (Commission file number 001-34919) filed on June 29, 2023
Exhibit 1.2	Regulations of the Board of Directors of Sumitomo Mitsui Financial Group, Inc., as amended on July 28, 2021, incorporated by reference from our registration statement on Form F-3 (Commission file number 333-261754) filed on December 20, 2021
Exhibit 1.3	Share Handling Regulations of Sumitomo Mitsui Financial Group, Inc., as amended on September 1, 2022, incorporated by reference from our annual report on Form 20-F (Commission file number 001-34919) filed on June 29, 2023
Exhibit 1.4	Compensation Recoupment Policy of Sumitomo Mitsui Financial Group, Inc., adopted on October 24, 2023
Exhibit 2.1	Form of Deposit Agreement among the registrant, Citibank, N.A., as Depositary, and all owners and holders from time to time of American Depositary Shares issued thereunder, incorporated by reference from our registration statement on Form 20-F (Commission file number 001-34919) filed on October 20, 2010
Exhibit 2.2	Description of our common stock, incorporated by reference from “Item 10.B Memorandum and Articles of Incorporation” of this annual report
Exhibit 2.3	Description of our American Depositary Shares, incorporated by reference from “Item 12.D American Depositary Shares” of our registration statement on Form 20-F (Commission file number 001-34919) filed on October 20, 2010
Exhibit 8	List of subsidiaries of Sumitomo Mitsui Financial Group, Inc., at March 31, 2024
Exhibit 11.1	Code of Ethics of Sumitomo Mitsui Financial Group, Inc., as amended on April 1, 2020, incorporated by reference from our annual report on Form 20-F (Commission file number 001-34919) filed on June 26, 2020
Exhibit 11.2	Insider Trading Policy of Sumitomo Mitsui Financial Group, Inc., as amended on December 28, 2023
Exhibit 12.1	CEO Certification Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))
Exhibit 12.2	CFO Certification Required by Rule 13a-14(a) (17 CFR 240.13a-14(a))
Exhibit 13.1	Certification Required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)
Exhibit 13.2	Certification Required by Rule 13a-14(b) (17 CFR 240.13a-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350)
Exhibit 15.1	Consent of Independent Registered Public Accounting Firm

Exhibit 101. INS	Inline XBRL Instance Document—the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
Exhibit 101. SCH	Inline XBRL Taxonomy Extension Schema
Exhibit 101. CAL	Inline XBRL Taxonomy Extension Calculation Linkbase
Exhibit 101. DEF	Inline XBRL Taxonomy Extension Definition Linkbase
Exhibit 101. LAB	Inline XBRL Taxonomy Extension Label Linkbase
Exhibit 101. PRE	Inline XBRL Taxonomy Extension Presentation Linkbase
Exhibit 104	The cover page for the Company’s Annual Report on Form 20-F for the year ended March 31, 2024, has been formatted in Inline XBRL

We have not included as exhibits certain instruments with respect to our long-term debt. The total amount of our long-term debt securities or that of our subsidiaries, authorized under any instrument does not exceed 10% of our total assets. We hereby agree to furnish to the SEC, upon its request, a copy of any instrument defining the rights of holders of our long-term debt or that of our subsidiaries for which consolidated or unconsolidated financial statements are required to be filed.

## **SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Sumitomo Mitsui Financial Group, Inc.

By: /s/ Toru Nakashima  
Name: Toru Nakashima  
Title: President and Group Chief Executive Officer

Date: June 27, 2024

## SELECTED STATISTICAL DATA

### I. Distribution of Assets, Liabilities and Equity; Interest Rates and Interest Differential

#### *Average Statements of Financial Positions, Interest and Average Rates*

The following tables show the average balances of our statement of financial position items and related interest and average interest rates for the fiscal years ended March 31, 2024, 2023 and 2022. Average balances are generally based on a daily average. Weekly, month-end or quarter-end averages are used for certain average balances where it is not practical to obtain the applicable daily averages. The average balances determined by such methods are considered to be representative of our operations. The allocation of amounts between domestic and foreign is based on the location of the office.

For the fiscal year ended March 31,									
2024			2023			2022			
Average balance	Interest income	Average rate	Average balance	Interest income	Average rate	Average balance	Interest income	Average rate	
(In millions, except percentages)									
<b>Interest-earning assets:</b>									
Interest-earning deposits with banks:									
Domestic offices	¥ 773,938	¥ 7,039	0.91%	¥ 825,919	¥ 8,889	1.08%	¥ 892,460	¥ 2,219	0.25%
Foreign offices	11,070,392	572,765	5.17%	10,400,549	300,815	2.89%	7,353,392	17,825	0.24%
Total	11,844,330	579,804	4.90%	11,226,468	309,704	2.76%	8,245,852	20,044	0.24%
Call loans and bills bought, reverse repurchase agreements and cash collateral on securities borrowed:									
Domestic offices	11,379,074	79,841	0.70%	11,158,315	27,777	0.25%	11,014,326	(3,131)	(0.03%)
Foreign offices	8,536,516	328,524	3.85%	6,192,287	102,839	1.66%	3,723,704	23,662	0.64%
Total	19,915,590	408,365	2.05%	17,350,602	130,616	0.75%	14,738,030	20,531	0.14%
Trading assets <sup>(1)</sup> and financial assets at fair value through profit or loss <sup>(2)</sup> :									
Domestic offices	3,704,566	13,848	0.37%	3,111,209	10,849	0.35%	3,462,438	14,325	0.41%
Foreign offices	1,581,322	43,199	2.73%	841,188	26,965	3.21%	391,739	7,480	1.91%
Total	5,285,888	57,047	1.08%	3,952,397	37,814	0.96%	3,854,177	21,805	0.57%
Investment securities <sup>(3)</sup> :									
Domestic offices	18,289,128	236,610	1.29%	18,999,935	82,984	0.44%	20,679,429	42,126	0.20%
Foreign offices	7,843,093	257,098	3.28%	6,051,591	135,027	2.23%	5,108,333	81,068	1.59%
Total	26,132,221	493,708	1.89%	25,051,526	218,011	0.87%	25,787,762	123,194	0.48%
Loans and advances <sup>(4)</sup> :									
Domestic offices	69,795,241	1,203,417	1.72%	66,849,437	1,002,229	1.50%	64,172,223	828,723	1.29%
Foreign offices	47,182,431	3,259,104	6.91%	46,551,468	2,035,516	4.37%	33,983,382	755,162	2.22%
Total	116,977,672	4,462,521	3.81%	113,400,905	3,037,745	2.68%	98,155,605	1,583,885	1.61%
Total interest-earning assets:									
Domestic offices	103,941,947	1,540,755	1.48%	100,944,815	1,132,728	1.12%	100,220,876	884,262	0.88%
Foreign offices	76,213,754	4,460,690	5.85%	70,037,083	2,601,162	3.71%	50,560,550	885,197	1.75%
Total	180,155,701	¥6,001,445	3.33%	170,981,898	¥3,733,890	2.18%	150,781,426	¥1,769,459	1.17%
<b>Non-interest-earning assets:</b>									
Cash and due from banks	67,079,636			63,274,729			63,922,778		
Other non-interest-earning assets	29,718,916			25,340,810			21,337,859		
Allowance for loan losses	(925,084)			(967,519)			(836,474)		
Total non-interest-earning assets	95,873,468			87,648,020			84,424,163		
<b>Total assets</b>	<b>¥276,029,169</b>			<b>¥258,629,918</b>			<b>¥235,205,589</b>		
Total assets attributable to foreign offices									
	32.3%			32.0%			25.2%		



For the fiscal year ended March 31,									
	2024			2023			2022		
	Average balance	Interest expense	Average rate	Average balance	Interest expense	Average rate	Average balance	Interest expense	Average rate
(In millions, except percentages)									
<b>Interest-bearing liabilities:</b>									
Deposits:									
Domestic offices	¥103,168,004	¥ 217,776	0.21%	¥101,243,116	¥ 99,999	0.10%	¥ 97,534,028	¥ 8,531	0.01%
Foreign offices	41,198,120	1,955,469	4.75%	38,080,063	968,751	2.54%	28,176,552	93,460	0.33%
Total	144,366,124	2,173,245	1.51%	139,323,179	1,068,750	0.77%	125,710,580	101,991	0.08%
Call money and bills sold, repurchase agreements and cash collateral on securities lent:									
Domestic offices	12,475,833	360,268	2.89%	11,764,350	108,498	0.92%	11,403,604	(626)	(0.01%)
Foreign offices	8,390,852	448,131	5.34%	7,620,598	190,693	2.50%	6,204,348	7,652	0.12%
Total	20,866,685	808,399	3.87%	19,384,948	299,191	1.54%	17,607,952	7,026	0.04%
Trading liabilities <sup>(1)</sup> :									
Domestic offices	3,259,973	18,352	0.56%	2,786,212	19,889	0.71%	2,372,402	23,065	0.97%
Foreign offices	578,065	20,971	3.63%	314,020	8,767	2.79%	187,569	2,773	1.48%
Total	3,838,038	39,323	1.02%	3,100,232	28,656	0.92%	2,559,971	25,838	1.01%
Financial liabilities designated at fair value through profit or loss <sup>(2)</sup> :									
Domestic offices	171,350	313	0.18%	87,941	113	0.13%	54,090	22	0.04 %
Foreign offices	211,071	1,834	0.87%	246,968	477	0.19%	230,771	(345)	(0.15%)
Total	382,421	2,147	0.56%	334,909	590	0.18%	284,861	(323)	(0.11%)
Borrowings and other interest-bearing liabilities:									
Domestic offices	16,314,414	112,145	0.69%	16,888,382	67,692	0.40%	20,273,371	31,957	0.16%
Foreign offices	1,480,614	85,426	5.77%	1,152,211	58,928	5.11%	548,899	17,832	3.25%
Total	17,795,028	197,571	1.11%	18,040,593	126,620	0.70%	20,822,270	49,789	0.24%
Commercial Paper:									
Domestic offices	1,068,437	218	0.02%	707,581	37	0.01%	489,173	17	0.00%
Foreign offices	2,244,468	114,246	5.09%	2,261,246	45,274	2.00%	2,014,393	2,188	0.11%
Total	3,312,905	114,464	3.46%	2,968,827	45,311	1.53%	2,503,566	2,205	0.09%
Bonds:									
Domestic offices	9,293,908	609,336	6.56%	8,421,651	314,136	3.73%	8,580,141	99,154	1.16%
Foreign offices	198,853	16,969	8.53%	303,571	13,866	4.57%	84,274	5,146	6.11%
Total	9,492,761	626,305	6.60%	8,725,222	328,002	3.76%	8,664,415	104,300	1.20%
Premiums for deposit insurance and others:									
Domestic offices	—	26,579	—	—	20,696	—	—	36,222	—
Foreign offices	—	107,072	—	—	52,436	—	—	2,183	—
Total	—	133,651	—	—	73,132	—	—	38,405	—
Total interest-bearing liabilities:									
Domestic offices	145,751,919	1,344,987	0.92%	141,899,233	631,060	0.44%	140,706,809	198,342	0.14%
Foreign offices	54,302,043	2,750,118	5.06%	49,978,677	1,339,192	2.68%	37,446,806	130,889	0.35%
Total	200,053,962	¥4,095,105	2.05%	191,877,910	¥1,970,252	1.03%	178,153,615	¥ 329,231	0.18%
<b>Non-interest-bearing liabilities:</b>									
Non-interest-bearing demand deposits	34,769,805			32,230,705			29,116,236		
Other non-interest-bearing liabilities	26,300,081			21,254,281			15,295,178		
Total non-interest-bearing liabilities	61,069,886			53,484,986			44,411,414		
<b>Total equity</b>	<b>14,905,321</b>			<b>13,267,022</b>			<b>12,640,560</b>		
<b>Total equity and liabilities</b>	<b>¥276,029,169</b>			<b>¥258,629,918</b>			<b>¥235,205,589</b>		
Total liabilities attributable to foreign offices	25.4%			24.4%			19.1%		
Net interest income and interest rate spread	¥1,906,340	1.28%		¥1,763,638	1.15%		¥1,440,228	0.99%	
Net interest income as a percentage of total interest-earning assets		1.06%			1.03%			0.96%	

- (1) The net amount of interest income on trading assets and interest expense on trading liabilities is reported as net trading income in our consolidated income statements.
- (2) Interest income and expense on financial assets and liabilities at fair value through profit or loss are reported in net income from financial assets and liabilities at fair value through profit or loss in our consolidated income statements.
- (3) Taxable investment securities and non-taxable investment securities are not disclosed separately because the aggregate effect of these average balances and interest income would not be material. In addition, the yields on tax-exempt obligations have not been calculated on a tax equivalent basis because the effect of such calculation would not be material.
- (4) Loans and advances include impaired loans and advances. The amortized portion of net loan origination fees is included in interest income on loans and advances.

### *Analysis of Net Interest Income*

The following tables show the changes to our net interest income attributable to changes in the volume and changes in the rates for the fiscal year ended March 31, 2024 compared to the fiscal year ended March 31, 2023 and for the fiscal year ended March 31, 2023 compared to the fiscal year ended March 31, 2022.

Changes attributable to the combined impact of changes in the rates and the volume have been allocated proportionately to the changes in the volume and changes in the rates.

	Fiscal year ended March 31, 2024 compared to fiscal year ended March 31, 2023 Increase / (decrease)			Fiscal year ended March 31, 2023 compared to fiscal year ended March 31, 2022 Increase / (decrease)		
	Volume	Rate	Net change	Volume	Rate	Net change
(In millions)						
<b>Interest income:</b>						
Interest-earning deposits with banks:						
Domestic offices	¥ (536)	¥ (1,314)	¥ (1,850)	¥ (178)	¥ 6,848	¥ 6,670
Foreign offices	20,511	251,439	271,950	10,234	272,756	282,990
Total	19,975	250,125	270,100	10,056	279,604	289,660
Call loans and bills bought, reverse repurchase agreements and cash collateral on securities borrowed:						
Domestic offices	563	51,501	52,064	(43)	30,951	30,908
Foreign offices	50,361	175,324	225,685	23,196	55,981	79,177
Total	50,924	226,825	277,749	23,153	86,932	110,085
Trading assets <sup>(1)</sup> and financial assets at fair value through profit or loss <sup>(2)</sup> :						
Domestic offices	2,168	831	2,999	(1,354)	(2,122)	(3,476)
Foreign offices	20,722	(4,488)	16,234	12,252	7,233	19,485
Total	22,890	(3,657)	19,233	10,898	5,111	16,009
Investment securities:						
Domestic offices	(3,242)	156,868	153,626	(3,614)	44,472	40,858
Foreign offices	47,212	74,859	122,071	16,896	37,063	53,959
Total	43,970	231,727	275,697	13,282	81,535	94,817
Loans and advances:						
Domestic offices	45,684	155,504	201,188	35,683	137,823	173,506
Foreign offices	27,938	1,195,650	1,223,588	353,683	926,671	1,280,354
Total	73,622	1,351,154	1,424,776	389,366	1,064,494	1,453,860
Total interest income:						
Domestic offices	44,637	363,390	408,027	30,494	217,972	248,466
Foreign offices	166,744	1,692,784	1,859,528	416,261	1,299,704	1,715,965
Total	¥211,381	¥2,056,174	¥2,267,555	¥446,755	¥1,517,676	¥1,964,431

	Fiscal year ended March 31, 2024 compared to fiscal year ended March 31, 2023 Increase / (decrease)			Fiscal year ended March 31, 2023 compared to fiscal year ended March 31, 2022 Increase / (decrease)		
	Volume	Rate	Net change	Volume	Rate	Net change
(In millions)						
<b>Interest expense:</b>						
Deposits:						
Domestic offices	¥ 1,961	¥ 115,816	¥ 117,777	¥ 385	¥ 91,083	¥ 91,468
Foreign offices	85,126	901,592	986,718	43,596	831,695	875,291
Total	87,087	1,017,408	1,104,495	43,981	922,778	966,759
Call money and bills sold, repurchase agreements and cash collateral on securities lent:						
Domestic offices	6,931	244,839	251,770	(35)	109,159	109,124
Foreign offices	21,044	236,394	257,438	2,083	180,958	183,041
Total	27,975	481,233	509,208	2,048	290,117	292,165
Trading liabilities <sup>(1)</sup> :						
Domestic offices	3,047	(4,584)	(1,537)	3,590	(6,766)	(3,176)
Foreign offices	9,000	3,204	12,204	2,588	3,406	5,994
Total	12,047	(1,380)	10,667	6,178	(3,360)	2,818
Financial liabilities designated at fair value through profit or loss <sup>(2)</sup> :						
Domestic offices	138	62	200	20	71	91
Foreign offices	(78)	1,435	1,357	(23)	845	822
Total	60	1,497	1,557	(3)	916	913
Borrowings and other interest-bearing liabilities:						
Domestic offices	(2,370)	46,823	44,453	(6,230)	41,965	35,735
Foreign offices	18,273	8,225	26,498	26,987	14,109	41,096
Total	15,903	55,048	70,951	20,757	56,074	76,831
Commercial Paper:						
Domestic offices	48	133	181	—	20	20
Foreign offices	(338)	69,310	68,972	305	42,781	43,086
Total	(290)	69,443	69,153	305	42,801	43,106
Bonds:						
Domestic offices	35,500	259,700	295,200	(1,872)	216,854	214,982
Foreign offices	(5,966)	9,069	3,103	10,320	(1,600)	8,720
Total	29,534	268,769	298,303	8,448	215,254	223,702
Premiums for deposit insurance and others:						
Domestic offices	5,883	—	5,883	(15,526)	—	(15,526)
Foreign offices	54,636	—	54,636	50,253	—	50,253
Total	60,519	—	60,519	34,727	—	34,727
Total interest expense:						
Domestic offices	51,138	662,789	713,927	(19,668)	452,386	432,718
Foreign offices	181,697	1,229,229	1,410,926	136,109	1,072,194	1,208,303
Total	¥232,835	¥1,892,018	¥2,124,853	¥116,441	¥1,524,580	¥1,641,021
<b>Net interest income:</b>						
Domestic offices	¥ (6,501)	¥ (299,399)	¥ (305,900)	¥ 50,162	¥ (234,414)	¥ (184,252)
Foreign offices	(14,953)	463,555	448,602	280,152	227,510	507,662
Total	¥(21,454)	¥ 164,156	¥ 142,702	¥330,314	¥ (6,904)	¥ 323,410

- (1) The net amount of interest income on trading assets and interest expense on trading liabilities is reported as net trading income in our consolidated income statements.
- (2) Interest income and expense on financial assets and liabilities at fair value through profit or loss are reported in net income from financial assets and liabilities at fair value through profit or loss in our consolidated income statements.

## II. Investments in Debt Securities

The following table shows weighted average yields by maturity of debt instruments at amortized cost and debt instruments at fair value through other comprehensive income at March 31, 2024. Weighted average yields are calculated based on amortized cost. Yields on tax-exempt obligations have not been calculated on a tax equivalent basis because the effect of such a calculation would not be material.

	At March 31, 2024				
	Not later than one year	Later than one year and not later than five years	Later than five years and not later than ten years	Later than ten years	Total
<b>Debt instruments at amortized cost:</b>					
Domestic:					
Japanese government bonds . . . . .	—	0.03%	—	—	0.03%
Japanese municipal bonds . . . . .	—	0.24%	0.09%	—	0.21%
Japanese corporate bonds . . . . .	—	0.38%	—	—	0.38%
Total domestic . . . . .	—	0.17%	0.09%	—	0.16%
Foreign:					
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .	6.43%	6.16%	6.52%	—	6.35%
Mortgage-backed securities . . . . .	—	—	4.11%	5.62%	5.39%
Other debt instruments . . . . .	4.91%	5.51%	—	—	5.42%
Total foreign . . . . .	6.42%	6.12%	6.32%	5.62%	6.30%
Total . . . . .	6.42%	0.82%	1.21%	5.62%	1.76%
<b>Debt instruments at fair value through other comprehensive income:</b>					
Domestic:					
Japanese government bonds . . . . .	(0.09%)	(0.07%)	0.07%	0.24%	(0.07%)
Japanese municipal bonds . . . . .	0.02%	0.04%	0.13%	0.17%	0.10%
Japanese corporate bonds . . . . .	0.86%	0.08%	0.14%	0.40%	0.31%
Other debt instruments . . . . .	0.00%	—	—	—	0.00%
Total domestic . . . . .	(0.08%)	(0.04%)	0.12%	0.32%	(0.01%)
Foreign:					
U.S. Treasury and other U.S. government agency bonds . . . . .	2.47%	2.45%	1.84%	—	2.37%
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds . . . . .	1.66%	2.80%	2.42%	0.16%	1.85%
Mortgage-backed securities . . . . .	—	4.59%	4.51%	4.74%	4.74%
Other debt instruments . . . . .	2.90%	4.33%	1.55%	1.70%	3.14%
Total foreign . . . . .	2.02%	2.57%	2.05%	4.36%	2.79%
Total . . . . .	0.79%	1.95%	1.23%	3.73%	1.65%

### III. Loan Portfolio

#### *Maturities and Sensitivities of Loans and Advances to Changes in Interest Rates*

The following table shows the maturities of loans and advances by the domicile and industry type of the borrower at March 31, 2024. The classification of loans and advances by industry is based on the industry segment loan classification as defined by the Bank of Japan (“BOJ”) for regulatory reporting purposes.

	Maturity				Total
	Not later than one year	Later than one year and not later than five years	Later than five years and not later than fifteen years	Later than fifteen years	
	(In millions)				
<b>Domestic:</b>					
Manufacturing .....	¥ 5,530,576	¥ 4,071,454	¥ 1,339,225	¥ 339,013	¥ 11,280,268
Agriculture, forestry, fisheries and mining .....	81,510	140,667	20,781	570	243,528
Construction .....	595,264	363,872	121,451	26,426	1,107,013
Transportation, communications and public enterprises .....	2,059,099	2,443,544	1,422,019	395,913	6,320,575
Wholesale and retail .....	3,631,299	2,006,136	450,592	134,378	6,222,405
Finance and insurance .....	2,181,377	1,529,340	160,213	6,624	3,877,554
Real estate and goods rental and leasing .....	3,515,819	8,595,917	4,009,473	799,837	16,921,046
Services .....	2,001,224	2,194,115	1,076,729	177,572	5,449,640
Municipalities .....	156,577	270,739	135,081	11,270	573,667
Lease financing .....	33,116	9,417	5,959	—	48,492
Consumer .....	4,053,907	3,532,683	3,894,773	4,945,630	16,426,993
Others .....	2,434,965	202,742	52,826	692	2,691,225
Total domestic .....	26,274,733	25,360,626	12,689,122	6,837,925	71,162,406
<b>Foreign:</b>					
Public sector .....	39,940	459,326	94,940	4,392	598,598
Financial institutions .....	4,178,974	5,092,767	1,513,112	90,010	10,874,863
Commerce and industry .....	12,473,248	15,096,555	5,529,380	570,039	33,669,222
Lease financing .....	49,638	130,113	75,441	20,871	276,063
Others .....	1,492,778	3,792,498	1,115,152	204,540	6,604,968
Total foreign .....	18,234,578	24,571,259	8,328,025	889,852	52,023,714
Total .....	¥44,509,311	¥49,931,885	¥21,017,147	¥7,727,777	¥123,186,120

The above loans and advances due after one year which had predetermined interest rates and floating or adjustable interest rates at March 31, 2024 are shown in the following table:

	<u>Predetermined rate</u>	<u>Floating or adjustable rate</u>	<u>Total</u>
		(In millions)	
<b>Domestic:</b>			
Manufacturing .....	¥ 1,929,217	¥ 3,820,475	¥ 5,749,692
Agriculture, forestry, fisheries and mining .....	11,640	150,378	162,018
Construction .....	158,502	353,247	511,749
Transportation, communications and public enterprises .....	1,521,401	2,740,075	4,261,476
Wholesale and retail .....	903,359	1,687,747	2,591,106
Finance and insurance .....	302,459	1,393,718	1,696,177
Real estate and goods rental and leasing .....	4,499,980	8,905,247	13,405,227
Services .....	965,784	2,482,632	3,448,416
Municipalities .....	189,062	228,028	417,090
Lease financing .....	15,376	—	15,376
Consumer .....	3,685,967	8,687,119	12,373,086
Others .....	157,085	99,175	256,260
Total domestic .....	14,339,832	30,547,841	44,887,673
<b>Foreign:</b>			
Public sector .....	652	558,006	558,658
Financial institutions .....	686,009	6,009,880	6,695,889
Commerce and industry .....	2,784,087	18,411,887	21,195,974
Lease financing .....	168,871	57,554	226,425
Others .....	516,367	4,595,823	5,112,190
Total foreign .....	4,155,986	29,633,150	33,789,136
Total .....	¥18,495,818	¥60,180,991	¥78,676,809

#### IV. Allowance for Credit Losses

The following table shows allowance for credit losses to total loans outstanding at each period end for the fiscal years ended March 31, 2024, 2023 and 2022.

	<b>For the fiscal year ended March 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
	(In millions, except percentages)		
Allowance for loan losses .....	¥ 979,000	¥ 864,114	¥ 993,054
Gross loans and advances .....	¥123,186,120	¥113,143,827	¥105,953,699
Ratio of allowance for loan losses to loans and advances .....	0.79%	0.76%	0.94%

The following table shows net charge-offs during the period to average loans outstanding during the period for the fiscal years ended March 31, 2024, 2023 and 2022.

	<b>For the fiscal year ended March 31,</b>		
	<b>2024</b>	<b>2023</b>	<b>2022</b>
	(In millions, except percentages)		
Net charge-offs during the period .....	¥ 167,704	¥ 293,336	¥ 153,150
Average loans outstanding during the period .....	¥116,977,672	¥113,400,905	¥98,155,605
Ratio of net charge-offs to average loans outstanding during the period .....	0.14%	0.26%	0.16%

The following table shows an analysis of our loan loss experience by the borrower's domicile and industry type at March 31, 2024, 2023 and 2022.

For the fiscal year ended March 31,						
2024		2023		2022		
Net charge-offs during the period	Ratio of net charge-offs to average loans outstanding during the period	Net charge-offs during the period	Ratio of net charge-offs to average loans outstanding during the period	Net charge-offs during the period	Ratio of net charge-offs to average loans outstanding during the period	
(In millions, except percentages)						
Domestic:						
Manufacturing . . . . .	¥ 15,594	0.14%	¥147,575	1.41%	¥ 14,584	0.15%
Agriculture, forestry, fisheries and mining . . . . .	284	0.10%	—	— %	5,461	1.85%
Construction . . . . .	456	0.04%	442	0.04%	378	0.04%
Transportation, communications and public enterprises . . . . .	238	0.00%	6,451	0.10%	604	0.01%
Wholesale and retail . . . . .	3,977	0.07%	8,020	0.13%	3,533	0.06%
Finance and insurance . . . . .	175	0.01%	5	0.00%	—	— %
Real estate and goods rental and leasing . . . . .	831	0.01%	100	0.00%	190	0.00%
Services . . . . .	1,827	0.04%	3,253	0.07%	3,762	0.08%
Consumer . . . . .	90,401	0.56%	82,010	0.53%	89,542	0.60%
Others . . . . .	1,476	0.06%	357	0.02%	510	0.02%
Total domestic . . . . .	115,259	0.17%	248,213	0.38%	118,564	0.19%
Foreign: . . . . .	52,445	0.11%	45,123	0.09%	34,586	0.09%
Total . . . . .	¥167,704	0.14%	¥293,336	0.26%	¥153,150	0.16%



## V. Deposits

The following table shows the average amount of, and the average rate paid on, the following deposit categories for the fiscal years ended March 31, 2024, 2023 and 2022.

	For the fiscal year ended March 31					
	2024		2023		2022	
	Average amount	Average rate	Average amount	Average rate	Average amount	Average rate
(In millions, except percentages)						
<b>Domestic offices:</b>						
Non-interest-bearing demand deposits . . . . .	¥ 32,115,337	—	¥ 29,468,962	—	¥ 27,268,871	—
Interest-bearing demand deposits . . . . .	71,997,238	0.00%	69,154,600	0.00%	65,657,246	0.00%
Deposits at notice . . . . .	817,716	0.00%	767,795	0.00%	797,908	0.00%
Time deposits . . . . .	16,909,290	0.03%	17,474,088	0.03%	17,733,387	0.03%
Negotiable certificates of deposit . . . . .	4,242,120	0.00%	4,626,441	0.00%	5,228,231	0.00%
Others . . . . .	9,201,640	2.31%	9,220,192	1.02%	8,117,256	0.03%
Total domestic offices . . . . .	<u>135,283,341</u>		<u>130,712,078</u>		<u>124,802,899</u>	
<b>Foreign offices:</b>						
Non-interest-bearing demand deposits . . . . .	2,654,468	—	2,761,743	—	1,847,365	—
Interest-bearing demand deposits . . . . .	5,516,729	3.83%	4,957,671	1.86%	4,088,493	0.43%
Deposits at notice . . . . .	13,351,934	4.69%	13,579,493	2.37%	10,613,593	0.01%
Time deposits . . . . .	12,255,976	4.87%	9,819,996	2.96%	6,930,976	0.79%
Negotiable certificates of deposit . . . . .	9,959,803	5.20%	9,501,520	2.76%	6,346,824	0.30%
Others . . . . .	113,678	2.26%	221,383	0.72%	196,666	0.12%
Total foreign offices . . . . .	<u>43,852,588</u>		<u>40,841,806</u>		<u>30,023,917</u>	
Total . . . . .	<u>¥179,135,929</u>		<u>¥171,553,884</u>		<u>¥154,826,816</u>	

Deposits at notice represent interest-bearing demand deposits which require the depositor to give two or more days' notice in advance of withdrawal.

The total amount of deposits by foreign depositors included in domestic offices for the fiscal years ended March 31, 2024 and 2023 were ¥2,782,409 million and ¥3,366,448 million, respectively.

### *Uninsured Deposits*

The total estimated amounts of uninsured deposits which are the portion of deposit accounts that exceed the insurance limit and amounts in the other uninsured deposit accounts at March 31, 2024 and 2023 were ¥125,356,002 million and ¥116,546,609 million, respectively. In Japan, the Deposit Insurance Act implemented by the Deposit Insurance Corporation of Japan protects depositors when deposit-taking institutions fail to meet their obligations by paying insurance money to depositors. The amount of coverage for deposits for payment and settlement purposes is full and deposits other than those is protected up to the principal amount of ¥10 million plus accrued interest per depositor. For additional information, refer to "Item 4.B. Business Overview - Regulations in Japan."

At March 31, 2024, the amount and remaining maturities of uninsured time deposits and uninsured negotiable certificates of deposit are shown in the following table.

	At March 31, 2024	
	Domestic offices	Foreign offices
	(In millions)	
<b>Uninsured time deposits:</b>		
Not later than three months . . . . .	¥3,516,883	¥ 7,477,459
Later than three months and not later than six months . . . . .	1,664,846	1,936,587
Later than six months and not later than one year . . . . .	2,277,420	922,625
Later than one year . . . . .	2,004,706	728,978
Total <sup>(1)</sup> . . . . .	¥9,463,855	¥11,065,649
<b>Uninsured negotiable certificates of deposit:</b>		
Not later than three months . . . . .	¥3,330,633	¥ 7,497,691
Later than three months and not later than six months . . . . .	112,291	2,745,291
Later than six months and not later than one year . . . . .	80,500	268,008
Later than one year . . . . .	60,000	577,670
Total . . . . .	¥3,583,424	¥11,088,660

(1) Time deposits in excess of the Federal Deposit Insurance Corporation insurance limit in U.S. office amounted to ¥2,179 million at March 31, 2024.

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## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors  
Sumitomo Mitsui Financial Group, Inc.:

### *Opinion on the Consolidated Financial Statements*

We have audited the accompanying consolidated statements of financial position of Sumitomo Mitsui Financial Group, Inc. and subsidiaries (the Group) as of March 31, 2024 and 2023, the related consolidated income statement and consolidated statements of comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended March 31, 2024 and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as of March 31, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the three-year period ended March 31, 2024, in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Group's internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated June 25, 2024 expressed an unqualified opinion on the effectiveness of the Group's internal control over financial reporting.

### *Basis for Opinion*

These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Critical Audit Matter*

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgment. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### *Assessment of the allowance for loan losses for SMBC's corporate loans*

As discussed in Notes 2, 3, 10 and 46 to the consolidated financial statements, the Group's allowance for loan losses (ALL) was ¥ 979,000 million on gross loans and advances of ¥ 123,186,120 million as of March 31,

2024. Included in such balances are corporate loans of Sumitomo Mitsui Banking Corporation (SMBC), a commercial banking subsidiary. The ALL for SMBC's corporate loans is estimated based on the expected credit loss (ECL), utilizing internal credit ratings (obligor grades), and incorporating forward-looking information into the ECL measurement by obligor grading through a qualitative assessment, macroeconomic factors, and additional ALL adjustments to capture portfolio-specific risk factors. For individually significant credit-impaired financial assets, a discounted cash flow (DCF) method is used to estimate the ALL, where cash flow streams of multiple scenarios are probability-weighted.

We identified the assessment of the ALL for SMBC's corporate loans as a critical audit matter because of the significant measurement uncertainty and complex judgment involved which required a high degree of audit effort, including specialized skills and knowledge. Specifically, complex and subjective auditor judgment was required to evaluate:

- the qualitative assessment of the obligor grading, including the assessment of obligor-specific forward-looking information
- the models and key assumptions to incorporate macroeconomic factors
- the methodologies and key assumptions underlying the adjustments to incorporate portfolio-specific risk factors
- the key assumptions underlying the discounted cash flow projections for the DCF method.

In the assessment of these elements, the economic uncertainty arising from the situation in Russia and Ukraine, the impact of global monetary tightening, and the effect of changes in the domestic business environment mainly due to the increasing material and labour costs were considered.

In addition, auditor judgment was required to evaluate the sufficiency of audit evidence obtained.

The following are the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the assessment of SMBC's ALL for its corporate loans. This included controls related to the:

- approval of the ALL methodologies and the assessment of the obligor grading methods
- evaluation of the individual obligor grading, including the qualitative assessment of obligor-specific forward-looking information
- determination of the models and key assumptions used to incorporate macroeconomic factors
- determination of the methodologies and key assumptions underlying the adjustments to incorporate portfolio-specific risk factors
- evaluation of the key assumptions underlying the discounted cash flow projections for the DCF method.

We assessed the reasonableness of the ALL methodologies by evaluating for compliance with IFRSs the methodologies used in the ALL estimate. In addition, we involved credit risk professionals with specialized industry skills and knowledge, who assisted in:

- evaluating the obligor grading methods through the assessment of the consistency of the obligor grades with external ratings, and also through the reperformance of the retrospective review of the methods' performance
- evaluating the models to incorporate macroeconomic factors by assessing the conceptual soundness and performance test of the models through inspecting the model documentation to determine whether the models operated as intended
- evaluating the methodologies to incorporate portfolio-specific risk factors by assessing the reasonableness of the methodologies through comparing them to peer bank information and also analyzing the result of a retrospective review.

With the assistance of credit risk professionals, we evaluated the qualitative assessment of the obligor grading, specifically the assessment of obligor-specific forward-looking information, for a selection of SMBC's corporate customers by:

- analyzing the customers' current business performance and liquidity positions
- assessing the feasibility of the customers' business performance projections, through (i) comparing the underlying assumptions with available external information regarding the industry outlook, (ii) evaluating the reasonableness of the stress cases considered, and (iii) reviewing the current progress against the projections
- analyzing the impact of economic sanctions targeting Russia and the countermeasures implemented by the Russian government on the customers' repayment capacity and financial conditions, through the analysis of the current repayment situation

We evaluated the incorporation of macroeconomic factors into the ECL measurement through assessing the key assumptions underlying the adjustments by evaluating macroeconomic scenarios such as the growth rates of GDP through comparison to available external data.

We evaluated the adjustments to the ALL to incorporate portfolio-specific risk factors including the economic uncertainty due to the situation in Russia and Ukraine, the impact of global monetary tightening, and the impact of changes in the domestic business environment, through assessing the key assumptions underlying the adjustments by:

- analyzing industry-specific economic trends by comparing them with available external information
- analyzing the prolonged effect of economic sanctions targeting Russia and the countermeasures implemented by the Russian government as well as a deterioration of the credit condition of Russia through the assessment of the past due risk and loan modification risk for Russian customers, including the analysis of the observed trends in the repayment of Russian government and corporates
- evaluating the impact of global monetary tightening, including the assessment of the consistency of the underlying assumption of interest rates with available external data.

We evaluated, for a selection of obligors, the key assumptions underlying the discounted cash flow projections for the DCF method through the assessment of obligors' restructuring plans, the schedule and underlying sources of the repayments based on the plans, and the current progress against the plans.

We also assessed the sufficiency of the audit evidence obtained related to the ALL by evaluating the:

- cumulative results of the audit procedures
- qualitative aspects of SMBC's accounting practices
- potential bias in the accounting estimates.

/s/ KPMG AZSA LLC

We have served as the Group's auditor since 1976.

Tokyo, Japan  
June 25, 2024



## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors  
Sumitomo Mitsui Financial Group, Inc.:

### *Opinion on Internal Control Over Financial Reporting*

We have audited Sumitomo Mitsui Financial Group, Inc. and subsidiaries' (the Group) internal control over financial reporting as of March 31, 2024, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. In our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of March 31, 2024, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated statements of financial position of the Group as of March 31, 2024 and 2023, and the related consolidated income statement and consolidated statements of comprehensive income, changes in equity and cash flows for each of the years in the three-year period ended March 31, 2024, and the related notes (collectively, the consolidated financial statements), and our report dated June 25, 2024 expressed an unqualified opinion on those consolidated financial statements.

### *Basis for Opinion*

The Group's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Group's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### *Definition and Limitations of Internal Control Over Financial Reporting*

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ KPMG AZSA LLC

Tokyo, Japan  
June 25, 2024

## CONSOLIDATED FINANCIAL STATEMENTS

### Consolidated Statements of Financial Position

		At March 31,	
	Note	2024	2023
		(In millions)	
<b>Assets:</b>			
Cash and deposits with banks . . . . .	5	¥ 78,750,443	¥ 76,465,511
Call loans and bills bought . . . . .		5,336,280	5,684,812
Reverse repurchase agreements and cash collateral on securities borrowed . . . . .		14,148,667	11,024,084
Trading assets . . . . .	6	6,512,061	4,585,915
Derivative financial instruments . . . . .	7	9,909,272	8,649,947
Financial assets at fair value through profit or loss . . . . .	8	2,376,129	1,488,239
Investment securities . . . . .	9	30,149,837	27,595,598
Loans and advances . . . . .	10	121,716,465	111,891,134
Investments in associates and joint ventures . . . . .	11	1,552,645	1,141,250
Property, plant and equipment . . . . .	12	1,347,093	1,832,241
Intangible assets . . . . .	14	1,025,548	905,028
Other assets . . . . .	15	8,327,942	6,167,202
Current tax assets . . . . .		61,175	190,267
Deferred tax assets . . . . .	23	58,080	65,810
<b>Total assets . . . . .</b>		<u>¥281,271,637</u>	<u>¥257,687,038</u>
<b>Liabilities:</b>			
Deposits . . . . .	16	¥182,097,319	¥172,927,810
Call money and bills sold . . . . .		3,138,049	2,569,056
Repurchase agreements and cash collateral on securities lent . . . . .		20,166,958	17,786,026
Trading liabilities . . . . .	17	4,924,490	3,291,089
Derivative financial instruments . . . . .	7	11,877,473	10,496,855
Financial liabilities designated at fair value through profit or loss . . .	18	498,284	414,106
Borrowings . . . . .	19	16,107,158	15,371,801
Debt securities in issue . . . . .	20	14,075,084	11,984,994
Provisions . . . . .	21	231,319	247,344
Other liabilities . . . . .	22	11,025,782	8,703,413
Current tax liabilities . . . . .		170,284	41,649
Deferred tax liabilities . . . . .	23	680,339	315,930
<b>Total liabilities . . . . .</b>		<u>264,992,539</u>	<u>244,150,073</u>
<b>Equity:</b>			
Capital stock . . . . .	25	2,344,038	2,342,537
Capital surplus . . . . .	25	663,265	645,774
Retained earnings . . . . .	25	7,769,222	7,199,479
Treasury stock . . . . .	25	(167,671)	(151,799)
Equity excluding other reserves . . . . .		10,608,854	10,035,991
Other reserves . . . . .	25	4,070,834	2,629,000
Equity attributable to shareholders of Sumitomo Mitsui Financial Group, Inc. . . . .		14,679,688	12,664,991
Non-controlling interests . . . . .		137,066	106,172
Equity attributable to other equity instruments holders . . . . .	26	1,462,344	765,802
<b>Total equity . . . . .</b>		<u>16,279,098</u>	<u>13,536,965</u>
<b>Total equity and liabilities . . . . .</b>		<u>¥281,271,637</u>	<u>¥257,687,038</u>

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Consolidated Income Statements

	Note	For the fiscal year ended March 31,		
		2024	2023	2022
		(In millions, except per share data)		
Interest income		¥5,944,398	¥3,696,076	¥1,747,654
Interest expense		4,053,635	1,941,006	303,716
Net interest income	27	1,890,763	1,755,070	1,443,938
Fee and commission income		1,469,847	1,262,734	1,248,225
Fee and commission expense		233,715	222,920	209,762
Net fee and commission income	28	1,236,132	1,039,814	1,038,463
Net trading income	29	349,520	626,043	280,339
Net income from financial assets and liabilities at fair value through profit or loss	30	323,217	173,311	200,249
Net investment income	31	29,844	15,611	65,744
Other income	32	119,597	180,827	108,727
<b>Total operating income</b>		<b>3,949,073</b>	<b>3,790,676</b>	<b>3,137,460</b>
Impairment charges on financial assets	33	205,096	148,464	279,978
<b>Net operating income</b>		<b>3,743,977</b>	<b>3,642,212</b>	<b>2,857,482</b>
General and administrative expenses	34	2,229,701	1,965,417	1,801,621
Other expenses	35	466,857	502,347	368,559
<b>Operating expenses</b>		<b>2,696,558</b>	<b>2,467,764</b>	<b>2,170,180</b>
Share of post-tax profit (loss) of associates and joint ventures		160,370	87,428	(10,838)
<b>Profit before tax</b>		<b>1,207,789</b>	<b>1,261,876</b>	<b>676,464</b>
Income tax expense	36	312,039	326,027	161,389
<b>Net profit</b>		<b>¥ 895,750</b>	<b>¥ 935,849</b>	<b>¥ 515,075</b>
Profit attributable to:				
Shareholders of Sumitomo Mitsui Financial Group, Inc.		¥ 873,346	¥ 911,831	¥ 499,573
Non-controlling interests		8,641	12,708	4,771
Other equity instruments holders		13,763	11,310	10,731
Earnings per share:				
Basic	37	¥ 657.13	¥ 668.12	¥ 364.46
Diluted	37	656.94	667.89	364.31

The accompanying notes are an integral part of the Consolidated Financial Statements.

# Consolidated Statements of Comprehensive Income

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Net profit</b> .....	¥ 895,750	¥ 935,849	¥ 515,075
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Remeasurements of defined benefit plans:			
Gains (losses) arising during the period, before tax .....	50,358	7,417	33,081
Equity instruments at fair value through other comprehensive income:			
Gains (losses) arising during the period, before tax .....	1,646,992	77,223	102,183
Own credit on financial liabilities designated at fair value through profit or loss:			
Gains (losses) arising during the period, before tax .....	(11,900)	12,847	5,729
Share of other comprehensive income (loss) of associates and joint ventures .....	(14)	(245)	944
Income tax relating to items that will not be reclassified .....	(510,012)	(29,387)	(43,341)
Total items that will not be reclassified to profit or loss, net of tax .....	1,175,424	67,855	98,596
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Debt instruments at fair value through other comprehensive income:			
Gains (losses) arising during the period, before tax .....	(140,412)	(341,532)	(512,814)
Reclassification adjustments for (gains) losses included in net profit, before tax .....	110,509	94,803	113,334
Exchange differences on translating foreign operations:			
Gains (losses) arising during the period, before tax .....	528,441	304,252	404,292
Reclassification adjustments for (gains) losses included in net profit, before tax .....	(11,258)	5,385	192
Share of other comprehensive income (loss) of associates and joint ventures .....	13,210	30,660	30,891
Income tax relating to items that may be reclassified .....	9,226	76,369	113,538
Total items that may be reclassified subsequently to profit or loss, net of tax .....	509,716	169,937	149,433
<b>Other comprehensive income, net of tax</b> .....	1,685,140	237,792	248,029
<b>Total comprehensive income</b> .....	<u>¥2,580,890</u>	<u>¥1,173,641</u>	<u>¥ 763,104</u>
Total comprehensive income attributable to:			
Shareholders of Sumitomo Mitsui Financial Group, Inc. ....	¥2,555,100	¥1,149,318	¥ 746,012
Non-controlling interests .....	12,027	13,013	6,361
Other equity instruments holders .....	13,763	11,310	10,731

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Consolidated Statements of Changes in Equity

	Equity excluding other reserves				Other reserves							Total equity
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Remeasurements of defined benefit plans reserve	Financial instruments at fair value through other comprehensive income reserve	Own credit on financial liabilities designated at fair value through profit or loss reserve	Exchange differences on translating foreign operations reserve	Equity attributable to SMFG's shareholders	Non-controlling interests	Equity attributable to other equity instruments holders	
(In millions)												
Balance at April 1, 2021	¥2,341,274	¥722,595	¥6,078,208	¥ (13,699)	¥ 214,411	¥ 2,106,255	¥ (3,455)	¥ 113,646	¥ 11,559,235	¥ 68,379	¥ 648,536	¥12,276,150
Comprehensive income:												
Net profit	—	—	499,573	—	—	—	—	—	499,573	4,771	10,731	515,075
Other comprehensive income	—	—	—	—	23,996	(208,128)	3,975	426,596	246,439	1,590	—	248,029
Total comprehensive income	—	—	499,573	—	23,996	(208,128)	3,975	426,596	746,012	6,361	10,731	763,104
Issuance of shares under share-based payment transactions	604	604	—	—	—	—	—	—	1,208	—	—	1,208
Issuance of other equity instruments	—	—	—	—	—	—	—	—	—	—	79,955	79,955
Acquisition and disposal of subsidiaries and businesses-net	—	—	—	—	—	—	—	—	—	17,141	—	17,141
Transaction with non-controlling interest shareholders	—	(334)	—	—	—	—	—	—	(334)	300	—	(34)
Share of changes in capital surplus of associates and joint ventures	—	5,097	—	—	—	—	—	—	5,097	—	—	5,097
Dividends to shareholders	—	—	(274,127)	—	—	—	—	—	(274,127)	(629)	—	(274,756)
Coupons on other equity instruments	—	—	—	—	—	—	—	—	—	—	(10,731)	(10,731)
Purchases of other equity instruments and sales of other equity instruments-net	—	—	—	—	—	—	—	—	—	—	5,120	5,120
Purchases of treasury stock	—	—	—	(75)	—	—	—	—	(75)	—	—	(75)
Sales of treasury stock	—	—	—	371	—	—	—	—	371	—	—	371
Loss on sales of treasury stock	—	—	(50)	—	—	—	—	—	(50)	—	—	(50)
Share-based payment transactions	—	87	—	—	—	—	—	—	87	—	—	87
Transfer from other reserves to retained earnings	—	—	131,002	—	(41,097)	(89,905)	—	—	—	—	—	—
Put options written on non-controlling interests	—	(82,667)	—	—	—	—	—	—	(82,667)	—	—	(82,667)
Others	—	—	(1)	—	—	—	—	—	—	(1)	1,773	1,772
Balance at March 31, 2022	¥2,341,878	¥645,382	¥6,434,605	¥ (13,403)	¥ 197,310	¥ 1,808,222	¥ 520	¥ 540,242	¥ 11,954,756	¥ 93,325	¥ 733,611	¥12,781,692
Comprehensive income:												
Net profit	—	—	911,831	—	—	—	—	—	911,831	12,708	11,310	935,849
Other comprehensive income	—	—	—	—	5,153	(121,127)	8,913	344,548	237,487	305	—	237,792
Total comprehensive income	—	—	911,831	—	5,153	(121,127)	8,913	344,548	1,149,318	13,013	11,310	1,173,641
Issuance of shares under share-based payment transactions	659	659	—	—	—	—	—	—	1,318	—	—	1,318
Issuance of other equity instruments	—	—	—	—	—	—	—	—	—	—	116,940	116,940
Acquisition and disposal of subsidiaries and businesses-net	—	—	—	—	—	—	—	—	—	97	—	97
Transaction with non-controlling interest shareholders	—	(394)	—	—	—	—	—	—	(394)	1,453	—	1,059
Dividends to shareholders	—	—	(301,627)	—	—	—	—	—	(301,627)	(2,627)	—	(304,254)
Coupons on other equity instruments	—	—	—	—	—	—	—	—	—	—	(11,310)	(11,310)
Redemption of other equity instruments	—	(34)	—	—	—	—	—	—	(34)	—	(84,966)	(85,000)
Purchases of other equity instruments and sales of other equity instruments-net	—	—	—	—	—	—	—	—	—	—	217	217
Purchases of treasury stock	—	—	—	(138,840)	—	—	—	—	(138,840)	—	—	(138,840)
Sales of treasury stock	—	—	—	444	—	—	—	—	444	—	—	444
Loss on sales of treasury stock	—	—	(111)	—	—	—	—	—	(111)	—	—	(111)
Share-based payment transactions	—	161	—	—	—	—	—	—	161	—	—	161
Transfer from other reserves to retained earnings	—	—	154,781	—	(42,879)	(111,902)	—	—	—	—	—	—
Others	—	—	—	—	—	—	—	—	—	911	—	911
Balance at March 31, 2023	¥2,342,537	¥645,774	¥7,199,479	¥(151,799)	¥ 159,584	¥ 1,575,193	¥ 9,433	¥ 884,790	¥ 12,664,991	¥ 106,172	¥ 765,802	¥13,536,965

	Equity excluding other reserves				Other reserves							Equity attributable to other equity instruments holders	Total equity
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Remeasurements of defined benefit plans reserve	Financial instruments at fair value through other comprehensive income reserve	Own credit on financial liabilities designated at fair value through profit or loss reserve	Exchange differences on translating foreign operations reserve	Equity attributable to SMFG's shareholders	Non-controlling interests			
	(In millions)												
Balance at March 31, 2023	¥2,342,537	¥645,774	¥7,199,479	¥(151,799)	¥ 159,584	¥ 1,575,193	¥ 9,433	¥ 884,790	¥12,664,991	¥ 106,172	¥ 765,802	¥13,536,965	
Comprehensive income:													
Net profit	—	—	873,346	—	—	—	—	—	873,346	8,641	13,763	895,750	
Other comprehensive income	—	—	—	—	35,526	1,136,616	(8,256)	517,868	1,681,754	3,386	—	1,685,140	
Total comprehensive income	—	—	873,346	—	35,526	1,136,616	(8,256)	517,868	2,555,100	12,027	13,763	2,580,890	
Issuance of shares under share-based payment transactions	1,501	1,501	—	—	—	—	—	—	3,002	—	—	3,002	
Issuance of other equity instruments	—	—	—	—	—	—	—	—	—	—	698,552	698,552	
Acquisition and disposal of subsidiaries and businesses-net	—	—	—	—	—	—	—	—	—	39,854	—	39,854	
Transaction with non-controlling interest shareholders	—	(85,410)	—	—	—	—	—	—	(85,410)	(17,577)	—	(102,987)	
Dividends to shareholders	—	—	(348,177)	—	—	—	—	—	(348,177)	(4,612)	—	(352,789)	
Coupons on other equity instruments	—	—	—	—	—	—	—	—	—	—	(13,763)	(13,763)	
Purchases of other equity instruments and sales of other equity instruments-net	—	—	—	—	—	—	—	—	—	—	(2,010)	(2,010)	
Purchases of treasury stock	—	—	—	(211,434)	—	—	—	—	(211,434)	—	—	(211,434)	
Sales of treasury stock	—	—	—	402	—	—	—	—	402	—	—	402	
Loss on sales of treasury stock	—	—	(185)	—	—	—	—	—	(185)	—	—	(185)	
Cancellation of treasury stock	—	—	(195,160)	195,160	—	—	—	—	—	—	—	—	
Share-based payment transactions	—	(1,092)	—	—	—	—	—	—	(1,092)	—	—	(1,092)	
Transfer from other reserves to retained earnings	—	—	239,920	—	(35,386)	(204,534)	—	—	—	—	—	—	
Put options written on non-controlling interests	—	102,637	—	—	—	—	—	—	102,637	—	—	102,637	
Others	—	(145)	(1)	—	—	—	—	—	(146)	1,202	—	1,056	
Balance at March 31, 2024	¥2,344,038	¥663,265	¥7,769,222	¥(167,671)	¥ 159,724	¥ 2,507,275	¥ 1,177	¥ 1,402,658	¥14,679,688	¥ 137,066	¥ 1,462,344	¥16,279,098	

The accompanying notes are an integral part of the Consolidated Financial Statements.



## Consolidated Statements of Cash Flows

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Operating Activities:</b>			
Profit before tax	¥ 1,207,789	¥ 1,261,876	¥ 676,464
Adjustments for:			
(Gains) losses on financial assets at fair value through profit or loss and investment securities	(187,170)	21,963	(69,521)
Foreign exchange gains	(1,494,145)	(684,581)	(666,606)
Provision for loan losses	222,894	138,176	269,060
Depreciation and amortization	338,521	322,337	321,205
Share of post-tax (profit) loss of associates and joint ventures	(160,370)	(87,428)	10,838
Net changes in assets and liabilities:			
Net decrease of term deposits with original maturities over three months	1,088,493	951,419	733,091
Net (increase) decrease of call loans and bills bought	517,417	(3,673,298)	713,266
Net (increase) decrease of reverse repurchase agreements and cash collateral on securities borrowed	(2,693,143)	568,865	696,588
Net increase of loans and advances	(9,099,523)	(6,895,665)	(6,144,509)
Net change of trading assets and liabilities, derivative financial instruments, and financial liabilities designated at fair value through profit or loss	198,149	1,018,634	1,646,826
Net increase of deposits	7,921,341	9,574,826	6,097,718
Net increase (decrease) of call money and bills sold	550,540	1,433,307	(267,746)
Net increase (decrease) of repurchase agreements and cash collateral on securities lent	2,079,860	(2,583,712)	1,376,865
Net increase (decrease) of other unsubordinated borrowings and debt securities in issue	662,503	(5,286,295)	886,167
Income taxes paid—net	(200,183)	(386,659)	(268,730)
Other operating activities—net	83,657	(933,671)	(909,783)
<b>Net cash and cash equivalents provided by (used in) operating activities</b>	<b>1,036,630</b>	<b>(5,239,906)</b>	<b>5,101,193</b>
<b>Investing Activities:</b>			
Purchases of financial assets at fair value through profit or loss and investment securities	(33,509,657)	(30,516,914)	(34,468,950)
Proceeds from sales of financial assets at fair value through profit or loss and investment securities	13,848,481	17,653,233	18,191,505
Proceeds from maturities of financial assets at fair value through profit or loss and investment securities	19,493,790	18,975,571	14,236,933
Acquisitions of subsidiaries and businesses, net of cash and cash equivalents acquired	(9,993)	—	(215,694)
Disposal of subsidiaries and businesses, net of cash and cash equivalents disposed	71,451	—	—
Investments in associates and joint ventures	(350,938)	(57,464)	(134,183)
Proceeds from sales of investments in associates and joint ventures	939	23,211	2,922
Purchases of property, plant and equipment	(119,710)	(87,989)	(81,367)
Purchases of intangible assets	(242,877)	(199,122)	(194,836)
Proceeds from sales of property, plant and equipment	1,964	8,740	280
Other investing activities—net	(4)	(2)	(1)
<b>Net cash and cash equivalents provided by (used in) investing activities</b>	<b>(816,554)</b>	<b>5,799,264</b>	<b>(2,663,391)</b>
<b>Financing Activities:</b>			
Redemption of subordinated borrowings	(30,000)	(48,000)	(15,000)
Proceeds from issuance of subordinated bonds	274,551	99,984	95,533
Redemption of subordinated bonds	—	—	(382,600)
Payments for the principal portion of lease liabilities	(94,574)	(90,601)	(95,816)
Proceeds from issuance of other equity instruments	698,552	116,940	79,955
Redemption of other equity instruments	—	(85,000)	—
Dividends paid to shareholders of Sumitomo Mitsui Financial Group, Inc.	(348,010)	(301,600)	(274,058)
Dividends paid to non-controlling interest shareholders	(4,612)	(2,627)	(629)
Coupons paid to other equity instruments holders	(13,763)	(11,310)	(10,731)
Purchases of treasury stock and proceeds from sales of treasury stock—net	(211,217)	(138,507)	246
Purchases of other equity instruments and proceeds from sales of other equity instruments—net	(2,010)	217	5,120
Transactions with non-controlling interest shareholders—net	(102,733)	956	119
<b>Net cash and cash equivalents provided by (used in) financing activities</b>	<b>166,184</b>	<b>(459,548)</b>	<b>(597,861)</b>
Effect of exchange rate changes on cash and cash equivalents	1,707,311	900,472	955,315
<b>Net increase of cash and cash equivalents</b>	<b>2,093,571</b>	<b>1,000,282</b>	<b>2,795,256</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>75,344,235</b>	<b>74,343,953</b>	<b>71,548,697</b>
<b>Cash and cash equivalents at end of period</b>	<b>¥ 77,437,806</b>	<b>¥ 75,344,235</b>	<b>¥ 74,343,953</b>
<b>Net cash and cash equivalents provided by operating activities includes:</b>			
Interest and dividends received	¥ 6,073,451	¥ 3,639,559	¥ 1,943,386
Interest paid	3,902,048	1,793,559	300,683

The accompanying notes are an integral part of the Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

### 1 GENERAL INFORMATION

Sumitomo Mitsui Financial Group, Inc. (the “Company” or “SMFG”) was established on December 2, 2002, as a holding company for Sumitomo Mitsui Banking Corporation (“SMBC”) and its subsidiaries through a statutory share transfer (*kabushiki-iten*) of all of the outstanding equity securities of SMBC in exchange for the Company’s newly issued securities. The Company is a joint stock corporation with limited liability (*Kabushiki Kaisha*) incorporated under the Companies Act of Japan (“Companies Act”). Upon the formation of the Company and the completion of the statutory share transfer, SMBC became a direct, wholly owned subsidiary of the Company. The Company has a primary listing on the Tokyo Stock Exchange (Prime Market), with further listing on the Nagoya Stock Exchange (Premier Market). The Company’s American Depositary Shares are listed on the New York Stock Exchange.

The Company and its subsidiaries (the “Group”) offer a diverse range of financial services, including commercial banking, leasing, securities, consumer finance and other services together with its associates and joint ventures.

The accompanying consolidated financial statements have been authorized for issue by the Management Committee on June 25, 2024.

### 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the consolidated financial statements are set out below. These policies have been consistently applied to all the fiscal years presented, unless otherwise stated.

#### Basis of Preparation

##### *Compliance with International Financial Reporting Standards*

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IASB”), which the Group refers to as “IFRS.”

##### *Basis of measurement*

The consolidated financial statements have been prepared under the historical cost basis except for the following:

- trading assets and liabilities are measured at fair value;
- derivative financial instruments are measured at fair value;
- financial assets and liabilities at fair value through profit or loss are measured at fair value;
- investment securities at fair value through other comprehensive income are measured at fair value; and
- liabilities and the assets recognized in consolidated statements of financial position in respect of defined benefit plans are the present value of the defined benefit obligation less the fair value of plan assets.

##### *Functional and presentation currency*

The consolidated financial statements are presented in Japanese yen, which is also the Company’s functional currency. All financial information presented in Japanese yen has been rounded to the nearest million, except as otherwise indicated.

### ***Critical accounting estimates and judgments***

The preparation of the consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the accounting policies. Actual results may differ from these estimates. The notes to the consolidated financial statements set out areas involving a higher degree of judgment or complexity, or areas where assumptions are significant to the consolidated financial statements, such as allowance for loan losses (Note 10), fair value of financial instruments (Note 44), impairment of property, plant and equipment (Note 12), impairment of intangible assets (Note 14), provision for interest repayment (Note 21), retirement benefits (Note 24) and deferred tax assets (Note 23).

Refer to Note 3 “Critical Accounting Estimates and Judgments” for further information.

### **New and Amended Accounting Standards Adopted by the Group**

During the fiscal year ended March 31, 2024, a number of amendments to standards have become effective; however, they have not resulted in any material changes to the Group’s accounting policies.

### **Consolidation**

#### ***Subsidiaries***

Subsidiaries are all entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group considers all facts and circumstances whether it controls an entity.

Where the relevant activities are directed through voting or similar rights, the Group considers that it controls an entity if it has the existing rights that give it the current ability to direct the operating and financing policies of the entity, in general by having a shareholding of more than 50% of the voting rights. The existence and effect of potential voting rights that are deemed to be substantive are taken into account when assessing whether the Group controls another entity.

Where the voting rights are not the dominant factor in deciding who controls the entity, the assessment of control is more complex and requires greater use of judgment. The Group assesses whether it controls an entity considering all facts and circumstances, such as the purpose and design of the entity, the relevant activities and how to make decisions about those activities.

The Group also determines whether it is acting as an agent or a principal in assessing whether it has control of another entity. An agent is a party primarily engaged to act on behalf and for the benefit of another party or parties and therefore does not control the entity. To make such judgments, the Group considers the overall relationship, especially all of the following factors: the scope of its decision-making authority over the entity, the rights held by other parties, the remuneration to which it is entitled in accordance with the remuneration agreement, and its exposure to variability of returns from other interests that it holds in the entity.

The Group reassesses whether it controls an entity if facts and circumstances indicate that there are changes to one or more of the elements of control.

Subsidiaries are fully consolidated from the date on which the Group obtains control. They are deconsolidated from the date on which the Group loses control.

The acquisition method is used to account for the business combinations including the acquisition of subsidiaries by the Group. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred, the liabilities incurred

and the equity interests issued. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group's previously held equity interest in the acquiree is remeasured at fair value at the acquisition date and any gain or loss is recognized in profit or loss. For each business combination, the Group measures any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The excess of the aggregate of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of the Group's previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed is recorded as goodwill in the consolidated statements of financial position. If the aggregate of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of the Group's previously held equity interest in the acquiree is less than the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, the difference is recognized immediately in the consolidated income statements.

Inter-company transactions, balances and unrealized gains on transactions between the Group companies are eliminated on consolidation. Unrealized losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred. The accounting policies of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

### ***Non-controlling interests***

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

Interests in the equity of subsidiaries not attributable to the Group are reported in the consolidated statements of financial position as a separate component of equity as non-controlling interests. Profits or losses attributable to non-controlling interests are separately reported in the consolidated income statements.

### ***Associates and joint ventures***

An associate is an entity over which the Group has significant influence, but does not control the financial and operating policy decisions of the entity. Significant influence is generally presumed to exist when the Group holds 20% or more, but less than 50%, of the voting rights.

Entities that are jointly controlled by more than one party, including the Group, may be determined to be a joint venture.

The Group accounts for investments in associates and joint ventures using the equity method from the date on which they become associates or joint ventures. The Group discontinues the use of the equity method from the date on which the Group ceases to have significant influence or joint control over the investees.

Under the equity method, the Group's investments in associates and joint ventures are initially recognized at cost. The carrying amount of the investments are subsequently increased or decreased to recognize the Group's share of the post-acquisition profit or loss of the associate or joint venture and other movements included directly in the equity of the associate or joint venture. The Group's share of the results of associates and joint ventures is based on the financial statements of its associates and joint ventures, adjusted to conform with the accounting policies of the Group. Profits on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associates or joint ventures. Losses are also eliminated to the extent of the Group's interest in the associates or joint ventures unless the transaction provides evidence of impairment in the asset transferred.

The carrying amounts of the investments in associates and joint ventures include goodwill (net of any accumulated impairment loss) arising on the acquisition of the interests in the entities. Because goodwill arising

on the acquisition of the interest in an associate or joint venture is not separately recognized, it is not tested for impairment separately. Instead, the entire carrying amount of the investment in an associate or joint venture is tested for impairment as a single asset by comparing its recoverable amount, which is the higher of value in use and fair value less costs to sell, with its carrying amount, whenever there is any objective evidence that the investment is impaired. An impairment loss recognized in prior periods for the investment is reversed only if there has been a change in the estimates used to determine the recoverable amount of the investment since the last impairment loss was recognized. If this is the case, the carrying amount of the investment is increased to its recoverable amount. That increase is a reversal of an impairment loss.

When the Group's share of losses in an associate or joint venture exceeds the Group's carrying amount of the investment, the Group does not recognize further losses, unless it has a binding obligation or has made payments on behalf of the entity.

### **Segment Reporting**

The Group determines its operating segments based on the management approach, which requires operating segments to be identified on the basis of internal reports about components of the entity that are regularly reviewed by management, in order to allocate resources to a segment and to assess its performance.

### **Foreign Currency Translation**

Items included in the financial statements of each of the Group companies are measured using the currency of the primary economic environment in which the company operates ("the functional currency"). The consolidated financial statements are presented in Japanese yen, which is also the Company's functional currency.

#### ***Transactions and balances***

Foreign currency transactions that are denominated or settled in a foreign currency are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary items denominated in foreign currencies are translated using the exchange rate at the end of the reporting period. Foreign exchange gains and losses resulting from the retranslation and settlement of monetary items are recognized in the consolidated income statements. Non-monetary items that are measured at fair value in a foreign currency are translated into the functional currency using the exchange rate at the date the fair value is determined. Translation differences on certain of these items, such as equity instruments measured at fair value through other comprehensive income, are not included in the consolidated income statements but are recognized directly in equity. Non-monetary items that are measured at historical cost in a foreign currency are translated into the functional currency using the exchange rate at the date of the initial transaction.

#### ***Foreign operations***

The assets and liabilities of foreign operations are translated into the presentation currency of the Group using the exchange rate at the end of the reporting period, and their income statements are translated using the exchange rates at the dates of the transactions or average exchange rates where these approximate to actual rates.

The exchange differences arising on the translation of a foreign operation are included in other comprehensive income within equity and subsequently included in profit or loss on the disposal or partial disposal of the operation.

### **Financial Assets**

Regular way purchases and sales of financial assets are recognized and derecognized on the trade date—the date on which the Group commits to purchase or sell the assets. Financial assets are derecognized when the

contractual rights to receive cash flows from the financial assets have expired or where the Group has transferred substantially all the risks and rewards of ownership of the financial assets at a consolidated level. The Group consolidates all subsidiaries in accordance with IFRS 10 “Consolidated Financial Statements” before determining derecognition of financial assets.

IFRS 9 “Financial Instruments” requires all financial assets, including entire hybrid instruments, to be classified into three measurement categories, namely, amortized cost, fair value through other comprehensive income (“FVOCI”) and fair value through profit or loss (“FVPL”), based on the business model within which they are held and their contractual cash flow characteristics.

The Group has assessed the business models based on facts and circumstances at a portfolio level. Factors that are considered in determining the business model include policies and objectives for the relevant portfolio, how the performance and risks of the portfolio are managed, evaluated and reported to management, and the level of sales activity.

The Group has assessed the contractual cash flow characteristics of financial assets with reference to whether the contractual cash flows are solely payments of principal and interest (“SPPI”). Principal is defined as the fair value of the financial asset at initial recognition but it may change over the life of the financial asset as amounts are repaid. Interest is defined as consideration for the time value of money and the credit risk associated with the principal amount outstanding during a particular period of time. It can also include consideration for other basic lending risks such as liquidity risk and costs such as administrative costs associated with holding the financial asset for a particular period of time, as well as a profit margin. In assessing whether the contractual cash flows meet the conditions for SPPI, the Group considers the contractual terms of the financial asset. This includes assessing whether the financial asset contains a contractual term that could change the contractual cash flows so that it would not meet the conditions for SPPI, including leverage features, contingent events that would change the amount or timing of cash flows, contractual terms that limit the Group’s claim to cash flows from specified assets, and features that modify consideration of the time value of money.

#### ***Financial assets measured at amortized cost***

Financial assets are measured at amortized cost if they are held within a business model whose objective is to hold the assets in order to collect contractual cash flows, and their contractual cash flows are SPPI. These financial assets are mainly included in “Loans and advances” and also in “Investment securities” in the consolidated statements of financial position. They are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, and are subsequently measured at amortized cost using the effective interest method. Interest income on these financial assets calculated using the effective interest method is recognized in “Net interest income” in the consolidated income statements.

#### ***Financial assets measured at fair value through other comprehensive income***

Financial assets are measured at FVOCI if they are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and their contractual cash flows are SPPI. These financial assets are included in “Investment securities” in the consolidated statements of financial position. They are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition of the financial assets, and are subsequently measured at fair value. Gains and losses arising from changes in the fair value of these financial assets are recognized in other comprehensive income, until they are derecognized. At the time of derecognition, the cumulative gains or losses previously recognized in other comprehensive income are reclassified to profit or loss and are recognized in “Net investment income” in the consolidated income statements. Interest income on these financial assets calculated using the effective interest method, foreign currency gains and losses, and impairment gains and losses are recognized in “Net interest income,” “Net trading income” and “Impairment charges on financial assets” in the consolidated income statements, respectively.



In addition, the Group makes an irrevocable election at initial recognition, for particular non-trading equity instruments that would otherwise be measured at FVPL, to present subsequent changes in fair value in other comprehensive income. These financial assets are also included in “Investment securities” in the consolidated statements of financial position. They are initially recognized at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset, and are subsequently measured at fair value. Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. Dividend income on equity instruments included in these financial assets is recognized in “Net investment income” in the consolidated income statements when the entity’s right to receive payment of the dividend is established.

#### ***Financial assets measured at fair value through profit or loss***

Any financial assets that do not meet the criteria of amortized cost or FVOCI are classified as FVPL, unless the Group makes an irrevocable election for non-trading equity instruments to be measured at FVOCI. Financial assets of the Group classified as FVPL consist of financial assets held for trading, derivatives and financial assets mandatorily measured at FVPL.

Financial assets are classified as held for trading and are included in “Trading assets” in the consolidated statements of financial position, if they are acquired principally for the purpose of selling in the near term or if they are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking.

Derivatives which are not designated as hedging instruments are classified as held for trading, and all derivatives are included in “Derivative financial instruments” in the consolidated statements of financial position. All derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Financial assets mandatorily measured at FVPL, other than those held for trading and derivatives, are included in “Financial assets at fair value through profit or loss” in the consolidated statements of financial position.

The financial assets mentioned above are initially recognized at fair value with transaction costs being recognized in profit or loss, and are subsequently measured at fair value. Gains and losses arising from changes in the fair values of trading assets and derivatives held for trading, and interest and dividend income on trading assets are included in “Net trading income” in the consolidated income statements. Gains or losses arising from financial assets mandatorily measured at FVPL are included in “Net income from financial assets and liabilities at fair value through profit or loss” in the consolidated income statements.

Additionally, financial assets measured at amortized cost or FVOCI can be designated at initial recognition to be measured at FVPL in order to eliminate or significantly reduce a measurement or recognition inconsistency. The Group does not make this designation.

### **Financial Liabilities**

#### ***Financial liabilities measured at amortized cost***

Financial liabilities, except for financial liabilities measured at FVPL, are mainly included in “Deposits,” “Borrowings,” and “Debt securities in issue” in the consolidated statements of financial position. They are initially recognized at fair value, net of transaction costs that are directly attributable to the issue of the financial liabilities, and are subsequently measured at amortized cost using the effective interest method. Interest expense on these financial liabilities measured at amortized cost using the effective interest method is recognized in “Net interest income” in the consolidated income statements.



***Financial liabilities measured at fair value through profit or loss***

Financial liabilities measured at FVPL consist of financial liabilities held for trading, derivatives whose fair values are negative and financial liabilities designated at FVPL.

Financial liabilities are classified as held for trading if they are incurred principally for the purpose of repurchasing in the near term or if they are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Financial liabilities held for trading are included in “Trading liabilities” in the consolidated statements of financial position. Trading liabilities are initially recognized at fair value with transaction costs being recognized in profit or loss, and are subsequently measured at fair value. Gains and losses arising from changes in the fair values of trading liabilities and interest expense on trading liabilities are included in “Net trading income” in the consolidated income statements.

For derivatives other than the component of hybrid instrument, refer to “Financial assets measured at fair value through profit or loss.”

The derivative component of a hybrid instrument containing both a derivative and non-derivative component (“host contract”) is referred to as an embedded derivative. Certain embedded derivatives are accounted for as separated derivatives, when their economic characteristics and risks are not closely related to those of the host contract, a separated instrument with the same terms as the embedded derivative would meet the definition of a derivative and the hybrid instrument is not carried at FVPL. These embedded derivatives are measured at fair value, while the host contracts are measured at amortized cost. These embedded derivatives are presented in the consolidated statements of financial position together with the host contract.

The Group applies a fair value option to certain financial liabilities which were issued by the Group’s securities subsidiary. As part of risk management, the Group enters into derivative transactions to offset the profit or loss of financial liabilities containing embedded derivatives, designated at FVPL under the fair value option. The Group can make an irrevocable election for each individual financial liability at initial recognition to designate it as measured at FVPL, if it meets one of the following criteria:

- The designation eliminates or significantly reduces a measurement or recognition inconsistency (referred to as “an accounting mismatch”) that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases;
- A group of financial liabilities or financial assets and financial liabilities is managed, and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the board of directors; or
- The financial liability contains one or more embedded derivatives which significantly modify the cash flows and it is not clear with no analysis that separation is prohibited.

The financial liabilities designated at FVPL are presented as “Financial liabilities designated at fair value through profit or loss” in the consolidated statements of financial position. Those liabilities are initially recognized at fair value with transaction costs being recognized in profit or loss, and are subsequently measured at fair value. The amount of changes in their fair values that is attributable to changes in own credit risk of the liabilities is recognized in other comprehensive income and subsequently not transferred to profit or loss. The amount of changes in their fair values except for the effects of changes in their own credit risk, gains or losses on derecognition and interest expense are included in “Net income from financial assets and liabilities at fair value through profit or loss” in the consolidated income statements.

Financial liabilities are derecognized when they have been redeemed or otherwise extinguished.

## **Hedge Accounting**

The Group applies fair value hedge accounting and hedge accounting of net investments in foreign operations, in order to reflect the effect of risk management activities on its consolidated financial statements.

### ***Fair value hedges***

The Group applies fair value hedge accounting in order to reflect in its consolidated financial statements the effect of risk management activities to mitigate the risk of changes in the fair value of certain fixed rate financial assets and liabilities. The Group designates certain interest rate derivatives as hedging instruments. Changes in fair values of hedging instruments are recognized in the consolidated income statements, together with changes in fair value of the hedged item attributable to the hedged risk. The hedging gain or loss on the hedged item held at amortized cost adjusts the carrying amount of the hedged item, and is recognized in “Net trading income” in the consolidated income statements. If the hedged item is a financial asset measured at FVOCI, the hedging gain or loss on the hedged item is recognized in “Net trading income” in the consolidated income statements. If the hedge no longer meets the criteria for hedge accounting for reasons other than the derecognition of the hedged item, the adjustment to the hedged item for which the effective interest method is used, is amortized to profit or loss over the period to maturity of the hedged item. When the hedged item is derecognized, the adjustment is recognized immediately in the consolidated income statements.

The Group also applies fair value hedge accounting in order to reflect in its consolidated financial statements the effect of risk management activities to mitigate the risk of changes in fair values of certain equity instruments elected to be measured at FVOCI. The Group designates equity derivatives as hedging instruments. Both the effective portion and ineffective portion of changes in the fair value of the hedging instruments are recognized in other comprehensive income, and amounts presented in other comprehensive income are not subsequently transferred to profit or loss.

### ***Hedges of net investments in foreign operations***

The Group applies hedge accounting of net investments in foreign operations in order to reflect in its consolidated financial statements the effect of risk management activities to mitigate the foreign currency risk of exchange differences arising from the translation of net investments in foreign operations. The Group designates currency derivatives and foreign currency denominated financial liabilities as hedging instruments. The effective portion of the gain or loss on the hedging instruments is recognized in other comprehensive income, whereas the ineffective portion of the gain or loss on the hedging instruments is recognized in “Net trading income” in the consolidated income statements. The cumulative gain or loss recognized in other comprehensive income is reclassified to profit or loss on the disposal or partial disposal of foreign operations.

For further information about hedge accounting, see Note 7 “Derivative Financial Instruments and Hedge Accounting—Hedge accounting.”

## **Offsetting Financial Instruments**

Financial assets and liabilities are offset and the net amount is reported in the consolidated statements of financial position, only if the Group currently has a legally enforceable right to set off the recognized amounts and intends to settle on a net basis or to realize the asset and settle the liability simultaneously. In all other situations, they are presented on a gross basis.

## **Fair Value Measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining the fair value, the Group gives

the highest priority to a quoted price in an active market for identical assets or liabilities. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no active market for the asset or liability, the Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. In cases where the Group manages a group of financial assets and financial liabilities on the basis of its net credit risk exposure, the fair value of the group of financial assets and financial liabilities is measured on the basis of the price that would be received to sell a net long position (i.e., an asset) or paid to transfer a net short position (i.e., a liability) for the credit risk exposure provided that certain criteria set forth in IFRS 13 “Fair Value Measurement” are met. Details of fair value measurement are described in Note 44 “Fair Value of Financial Assets and Liabilities.”

### **Recognition of Deferred Day One Profit and Loss**

The best evidence of the fair value of a financial instrument at initial recognition is normally the transaction price (i.e., the fair value of the consideration given or received). However, if the fair value at initial recognition is not evidenced by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, the difference between the fair value at initial recognition and the transaction price, commonly referred to as “day one profit and loss,” is not recognized as a gain or loss but is adjusted to be deferred.

The Group has certain financial instruments, such as derivatives, hybrid financial instruments and certain loans and advances classified as FVPL where fair value is determined using valuation techniques for which not all inputs are observable in a market. Such a financial instrument is initially recognized at the transaction price which may be different from the fair value, and the day one profit and loss is not recognized as a gain or loss.

The timing of recognition of the deferred day one profit and loss is determined on an instrument by instrument basis. It is either amortized over the life of the transaction, deferred until fair value of the instrument can be determined using data from observable markets, or realized due to redemption or sales of the instrument.

### **Repurchase and Reverse Repurchase Agreements, and Securities Borrowing and Lending Agreements**

In the ordinary course of business, the Group lends or sells securities under agreements to repurchase them at a predetermined price on a future date (“repos”). Since substantially all the risks and rewards of ownership are retained by the Group, the securities remain on the consolidated statements of financial position and a liability is recorded in respect of the consideration received. On the other hand, the Group borrows or purchases securities under agreements to resell them at a predetermined price on a future date (“reverse repos”). Since the Group does not retain the risks and rewards of ownership of the financial assets, these transactions are treated as collateralized loans and the securities are not included in the consolidated statements of financial position.

The Group measures repos and reverse repos at amortized cost. The difference between the sale and purchase price is accrued over the life of the transactions. Securities lent to counterparties remain on the consolidated statements of financial position. Securities borrowed are not recognized in the consolidated statements of financial position, unless these are sold to third parties, at which point the obligation to repurchase the securities is measured at fair value and included in “Trading liabilities” in the consolidated statements of financial position and any subsequent gain or loss is included in “Net trading income” in the consolidated income statements.

For the fiscal years ended March 31, 2024 and 2023, there were no transactions pursuant to repurchase agreements, securities lending transactions or other transactions involving the transfer of financial assets with an obligation to repurchase such transferred assets that were treated as sales and hence derecognized for accounting purposes.

## Impairment of Financial Assets

The expected credit losses (“ECL”) model is used for the recognition of impairment loss under IFRS 9. The ECL model applies to financial assets measured at amortized cost, and debt instruments at FVOCI, lease receivables, certain loan commitments and financial guarantee contracts. Under the ECL model, an entity is required to account for expected credit losses from initial recognition of financial instruments and to recognize full lifetime expected losses on a timely basis.

### *Determining significant increase in credit risk*

At each reporting date, credit risk on a financial asset is assessed and a loss allowance is measured at an amount equal to the ECL resulting from default events that are possible within the next 12 months, if the credit risk has not increased significantly since initial recognition (“Stage 1”). A loss allowance is measured at an amount equal to the ECL resulting from all possible default events over the expected life of the financial assets which are assessed to have experienced a significant increase in credit risk since initial recognition (“Stage 2”) or the credit-impaired financial assets (“Stage 3”). The expected life of a financial asset is the maximum contractual period over which it is exposed to credit risk. However, for certain revolving facilities including both a loan and an undrawn component, such as retail overdrafts and credit card facilities, the contractual ability to demand repayment and cancel the undrawn commitment does not limit the exposure to credit losses to the contractual notice period. The expected life of these revolving facilities is derived from the behavioral life calculated based on historical data.

Assessments on significant increases in credit risk are performed on an individual financial asset basis. The Group performs ECL recognition and measurement on a collective basis or an individual basis using reasonable and supportable information that is available without undue cost or effort, such as asset type, credit risk ratings, collateral collectability, past-due status and other relevant characteristics of financial instruments.

The Group determines whether there has been a significant increase in credit risk by comparing the risk of a default occurring on a financial instrument at the reporting date with that at the date of initial recognition, based on quantitative and qualitative assessments. As for the quantitative assessment, the Group measures increase of probability of default (“PD”) since initial recognition. If an obligor gets downgraded to a certain degree which reflects an increase of PD exceeding the threshold defined, which is approximately 100 bps for corporate borrowers, a significant increase in credit risk is recognized. For example, origination obligor grade getting down by one to four grades is taken as a significant increase in credit risk where PD has increased since initial recognition, and the numbers of obligor grade deterioration taken to identify significant increase in credit risk depend on credit quality at origination. The origination obligor grade with lower credit rating takes less downgrades to identify significant increase in credit risk than those with higher credit rating, due to the difference in increase of PD. Refer to Note 46 “Financial Risk Management” for information on obligor grading system of SMBC. As for the qualitative assessment, the Group evaluates credit risk characteristics of financial assets in accordance with the Group’s credit risk management practices. For example, certain financial assets that meet high credit risk criteria are transferred to Stage 2 from Stage 1. Moreover, financial assets whose principal and/or interest payments are more than 30 days past due are transferred to Stage 2. If there is no longer any observation of a significant increase in credit risk, the financial instrument will be transferred to Stage 1.

### *Determining credit-impaired financial assets*

A financial asset is credit-impaired and classified to Stage 3 when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. The criteria that the Group uses to determine that a financial asset is credit-impaired include:

- significant financial difficulty of an issuer or a borrower;
- a default or delinquency as more than 90 days past due in interest or principal payments;

- restructuring of a financial asset by the Group due to the borrower's financial difficulties;
- indications that a borrower or issuer will enter bankruptcy; and
- the disappearance of an active market for that financial asset because of the borrower's financial difficulties.

If a financial asset is no longer credit-impaired, it will be transferred to Stage 2 or Stage 1.

The definition of default used for ECL recognition and measurement is consistent with that used for the Group's internal credit risk management purposes. The Group manages credit risk with an internal credit rating system, which consists of the borrower categories of substandard borrowers, potentially bankrupt borrowers, virtually bankrupt borrowers, and bankrupt borrowers defined as default for ECL application (see Note 46 "Financial Risk Management").

Purchased or originated credit-impaired financial assets ("POCI") are financial assets considered credit-impaired at the time of initial recognition. They are measured at fair value on initial recognition and therefore no credit loss allowance is initially recognized. Subsequently, lifetime expected credit losses for POCI are measured as the difference between the financial asset's amortized cost and the present value of future cash flows discounted at the financial asset's credit-adjusted effective interest rate determined at initial recognition. Moreover, changes in lifetime expected credit losses are recognized as impairment charges.

#### *Measurement of expected credit losses*

The Group measures ECL of a financial asset in a way that reflects an unbiased and probability-weighted amount, the time value of money, and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

The ECL models have been built by leveraging the PD, loss given default ("LGD") and exposure at default ("EAD") used in the Basel III regulatory framework, for instance by adjusting certain conservative factors in those PDs and LGDs. For financial assets at Stage 1 and Stage 2, the Group uses the 12-month PDs developed to measure 12-month ECL and the lifetime PDs developed to measure lifetime ECL, respectively, and considers forward-looking macroeconomic information. For financial assets at Stage 3, the Group applies the discounted cash flow ("DCF") method for individually significant credit-impaired financial assets. For credit-impaired financial assets that are not individually significant, the Group applies the same formula used for Stage 2 with PD set at 100%. For portfolios where the above ECL models are not applicable, the Group adjusts historical data, such as credit loss experience, with current observable data to reflect the effects of current conditions and forecasts to reflect the possible effects of future conditions.

The DCF method is used to measure the ECL, which is the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. If financial assets have a variable interest rate, the discount rate for measuring any impairment loss is the effective interest rate determined under the contract, for the current period. The estimated future cash flows are individually calculated taking into account factors including historical loss information, the appropriateness of the borrower's business plan or operational improvement plan, the status of progress of its plan, the overall support from financial institutions, and the realizable value of any collateral held. Cash flows are probability-weighted by reference to different scenarios.

The Group incorporates forward-looking information into the ECL measurement by obligor grading, macroeconomic factors and additional ECL adjustments as appropriate. Obligor-specific forward-looking information is reflected in the obligor grade as a qualitative assessment. Refer to Note 46 "Financial Risk Management" for information on obligor grading system of SMBC. To incorporate forward-looking information into the ECL models, the Group introduces an approach based on multiple scenarios. In this approach, four

scenarios (base, upside, downside and severe downside scenarios) are modelled to ensure an unbiased ECL calculation. Information considered in the development of the base scenario is aligned with information used for strategic planning, budgeting and risk management of the Group, and includes not only internal information but external information including economic data and forecasts publicly provided by Japanese governmental bodies, research institutes of the private-sector and international organizations conducting economic analysis and projections. The severe downside scenario is the adverse scenario and based on the stressed business environments such as serious economic recession and financial market disruption, and the scenario is in conformity with the Group's internal stress test. Besides, both the downside scenario and the upside scenario are developed based on the premises of the base scenario and the past macroeconomic experiences. Applied probability weightings for each scenario are determined mainly by statistical methods. Furthermore, additional ECL adjustments are applied in cases where known or expected risk factors or information have not been specifically considered in the ECL model and thus the ECL does not fully reflect current circumstances, events or conditions at relevant portfolio level.

The Group has identified the key macroeconomic drivers impacting the credit risks and losses in each major portfolio of financial assets and has estimated relationships between those key drivers and credit risks and losses using an analysis of historical data. For domestic and foreign loans to wholesale customers, the key drivers for credit risks and losses are the growth rates of gross domestic product ("GDP") for Japan and foreign regions (US, European and Asia-Pacific region). In addition, short-term interest rate is also applied as the key driver for Japan, and stock price index, which is used as an indicator of financial environment, is applied for US and European regions. For domestic loans to retail customers, the Japanese unemployment rate is applied as the key driver. Outcomes of the analysis are incorporated into PD for ECL recognition and measurement in a probability-weighted way. For the periods beyond the scenarios, projections revert to long-term trend expectations.

ECLs are recognized through loss allowance accounts. Changes in the carrying amount of the loss allowance accounts are recognized as an impairment gain or loss and included in "Impairment charges on financial assets" in the consolidated income statements.

If a financial asset is determined to be uncollectible, it is written off against the related allowance for loan impairment. Uncollectible financial assets are normally written off when there is no reasonable expectation of further recovery after any collateral is foreclosed and the amount of the loss has been determined. Those assets primarily include loans to borrowers that have been legally or formally declared bankrupt and borrowers that may not have been legally or formally declared bankrupt but are essentially bankrupt.

If contractual terms of a loan have been modified, it is required to recalculate the gross carrying amount of that loan and recognize a modification gain or loss in profit or loss. Moreover, it is required to assess whether there has been a significant increase in credit risk since initial recognition and the Group conducts analysis to monitor the change in credit risk subsequent to modification. However, if the new contractual terms are considered substantially different from the existing contractual terms, a new loan will be recognized and the existing loan will be derecognized.

### **Property, Plant and Equipment**

All property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses, if any. Additions and subsequent expenditures are capitalized only to the extent that they enhance the future economic benefits expected to be derived from the assets. Repairs and maintenance costs are expensed as incurred.

Depreciation of property, plant and equipment other than land is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

- Buildings: 7–50 years;



- Right of use assets: the shorter of the lease term and the estimated useful life, which is generally 1–28 years; and
- Assets for rent and others: 2–40 years.

The residual values and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period. Gains and losses on disposal are determined by comparing the proceeds with the carrying amount. These are included in “Other income” and “Other expenses” in the consolidated income statements.

## **Intangible Assets**

### ***Goodwill***

Goodwill represents the excess of the aggregate of the consideration transferred, the amount of any non-controlling interest and the acquisition-date fair value of the Group’s previously held equity interest in the acquiree over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed, and is initially recognized at the date of acquisition. Goodwill is allocated to cash-generating units for the purpose of impairment testing. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of cash inflows from other assets or groups of assets. Impairment testing is performed at least annually and whenever there is an indication that the cash-generating unit may be impaired. When the Group disposes of all or part of a cash-generating unit to which goodwill is allocated, the goodwill associated with the cash-generating unit is included in the carrying amount of the cash-generating unit when determining the gain or loss on disposal.

### ***Software***

Purchased software is carried at cost less accumulated amortization and accumulated impairment losses, if any.

Expenditure on internally generated software is recognized as an asset if the Group can demonstrate its intention and ability to complete the development and use the software in a manner that will generate future economic benefits and it can reliably measure the costs to complete the development. Internally generated software is carried at capitalized cost less accumulated amortization and accumulated impairment losses, if any. Costs associated with maintaining software are expensed as incurred.

Software is amortized using the straight-line method over the estimated useful life, which is generally 5 to 10 years.

### ***Contractual customer relationships and trademarks***

Contractual customer relationships and trademarks acquired in a business combination are recognized at fair value at the acquisition date. Contractual customer relationships and trademarks are carried at cost less accumulated amortization or impairment losses, if any. Contractual customer relationships and trademarks are amortized using the straight-line method over their estimated useful lives, which are generally 5 to 20 years.

### ***Other intangible assets***

Other intangible assets consist of leasehold rights. They are recognized only when the Group legally obtains the rights and can reliably measure the fair value. Leasehold rights have an indefinite useful life and they are not amortized but are tested for impairment annually.

## **Impairment of Non-Financial Assets**

Non-financial assets are reviewed for impairment at the end of each reporting period and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If any such indication



exists, the asset's recoverable amount is estimated. An impairment loss is recognized in the consolidated income statements if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is estimated as the higher of the asset's fair value less costs to sell and value in use. Value in use is the present value of the future cash flows expected to be derived from the asset. In addition, irrespective of whether there is any indication of impairment, intangible assets that have an indefinite useful life are tested for impairment annually.

For the purposes of conducting impairment reviews, assets are grouped into cash-generating units to which the assets belong. Non-financial assets other than impaired goodwill are reviewed for possible reversal of the impairment loss at the end of each reporting period. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### **Assets Held for Sale**

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if their carrying amount will be recovered principally through sale rather than through continuing use. In order to be classified as held for sale, the assets or disposal groups must be available for immediate sale in their present condition and their sale must be highly probable. Such assets or disposal groups are generally measured at the lower of their carrying amount and fair value less costs to sell.

### **Leases**

The Group assesses whether the contract is, or contains, a lease at the inception of a contract. A lease is a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### ***As lessee***

At the commencement date, the Group recognizes a lease liability and measures it at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, or the Group's incremental borrowing rate if the interest rate implicit in the lease cannot be readily determined. After the commencement date, the Group measures the lease liability by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payments made. The lease liabilities are included in "Borrowings" in the consolidated statements of financial position.

The Group also recognizes a right of use asset and measures it at cost at the commencement date. The cost of the right of use asset comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the commencement date, less any lease incentives received and any initial direct costs incurred.

After the commencement date, the Group measures the right of use asset applying a cost model. The right of use asset is depreciated from the commencement date to the earlier of the end of the useful life of the right of use asset or the end of the lease term. The lease term is determined as the non-cancellable period of a lease together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option and an option to terminate the lease if the Group is reasonably certain not to exercise that option. The right of use asset is included in "Property, plant and equipment" and "Intangible assets" in the consolidated statements of financial position, and it is presented within the same line item as that within which the corresponding underlying assets would be presented if they were owned.

#### ***As lessor***

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

When the Group acted as a lessor in an operating lease, the underlying assets were included in “Property, plant and equipment” in the consolidated statements of financial position and were depreciated over their expected useful lives on a basis consistent with similar assets in property, plant and equipment. Lease payment from operating leases as income was recognized on a straight-line basis over the lease term and included in “Other income” in the consolidated income statements. Initial direct costs incurred in obtaining an operating lease were added to the carrying amount of the underlying assets and recognized as an expense on a straight-line basis over the lease term.

When the Group was a lessor in a finance lease, the lease receivables were recognized at an amount equal to the net investment in the lease and included in “Loans and advances” in the consolidated statements of financial position. Finance income was recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the net investment in the finance lease and included in “Interest income” in the consolidated income statements.

### **Cash and Cash Equivalents**

For the purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand, demand deposits, and other short-term highly liquid financial assets with original maturities of three months or less, which are subject to insignificant risk of changes in their fair value.

### **Provisions**

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

### **Financial Guarantee Contracts**

Financial guarantee contracts are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instrument. Such financial guarantees are given to banks, financial institutions and other bodies on behalf of customers to secure loans, overdrafts and other banking facilities. Financial guarantees are initially recognized at fair value on the date the guarantee is given.

Financial guarantees are subsequently measured at the higher of the loss allowance and the amount initially recognized less the cumulative income recognized at the reporting date, and are included in “Other liabilities” in the consolidated statements of financial position. Any change in the loss allowance relating to financial guarantee contracts is included in “Impairment charges on financial assets” in the consolidated income statements.

### **Employee Benefits**

The Group operates various retirement benefit plans and other employee benefit plans.

#### ***Retirement benefits***

The Group has defined benefit plans, such as defined benefit pension plans and lump-sum severance indemnity plans, and defined contribution plans.

#### ***Defined benefit plans***

The liabilities and the assets recognized in the consolidated statements of financial position in respect of defined benefit plans are the present value of the defined benefit obligation less the fair value of plan assets.

The present value of the defined benefit obligation is calculated annually by qualified actuaries. In calculating the present value of the defined benefit obligation, the related current service cost, and past service cost, the Group attributes the retirement benefits to years of service under the benefit formula. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yields of AA credit-rated corporate bonds that have terms to maturity approximating those of the related obligations. In cases where there is no deep market in corporate bonds with a sufficiently long maturity to match the estimated maturity of the benefit payments, the Group uses current market rates of the appropriate term to discount shorter term payments and estimates the discount rates for longer maturities by extrapolating current market rates along the yield curve.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions in the year, and return on plan assets excluding interest income are recognized in other comprehensive income and are never reclassified to profit or loss.

Past service costs are recognized immediately in the consolidated income statements.

When the calculations above result in a benefit to the Group, the recognized asset is limited to the present value of any economic benefits available in the form of any refunds from the plan or reductions in future contributions to the plan (“asset ceiling”). An economic benefit is available to the Group if it is realizable during the life of the plan or on settlement of the plan obligations.

#### *Defined contribution plans*

Contributions to defined contribution plans are recognized as an expense in the consolidated income statements when they are due.

#### *Other long-term employee benefits*

The Group’s net obligation with respect to long-term employee benefits other than retirement benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any related assets is deducted. The discount rates are market yields of AA credit-rated corporate bonds that have terms to maturity approximating those of the related obligations. The calculation of obligations is performed using the projected unit credit method. Any actuarial gains or losses and past service costs are recognized in the consolidated income statements in the period in which they arise.

#### *Short-term employee benefits*

Short-term employee benefits, such as salaries, paid absences and other benefits are accounted for on an accrual basis over the period in which employees have provided services. Bonuses are recognized to the extent that the Group has a present obligation to its employees that can be measured reliably.

### **Income Tax**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the consolidated income statements except for that related to items recognized directly in equity. In such case, the income tax expense is recognized in equity.

Current tax is the expected tax payable or receivable on the taxable profit or loss for the fiscal year.

Deferred taxes are recognized, using the balance sheet liability method, for temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred taxes are determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax assets are realized or the deferred tax liabilities are settled.

Deferred tax assets principally arise from tax losses carried forward, impairment of investment securities and loans, and the allowance for loan losses.

Deferred taxes are not recognized for the following temporary differences: (a) the initial recognition of goodwill; (b) the initial recognition of assets or liabilities in a transaction that is not a business combination, that affects neither accounting nor taxable profit or loss and that does not give rise to equal taxable and deductible temporary differences; and (c) the temporary differences associated with investments in subsidiaries, associates, and joint ventures, when the parent investor is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets relating to tax losses carried forward and deductible temporary differences are recognized, only to the extent that it is probable that future taxable profit will be available against which the tax losses carried forward and the deductible temporary differences can be utilized.

#### ***International Tax Reform—Pillar Two Model Rules***

The Group applies “International Tax Reform—Pillar Two Model Rules, Amendments to IAS 12 ‘Income Taxes.’” The amendments provide temporary relief from accounting for deferred taxes arising from the Organization for Economic Co-operation and Development’s (“OECD”) international tax reform. The relief adopted by the Group is the temporary exception to recognizing and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes. For further information about the Group’s exposure to the tax reform, see Note 36 “Income Tax Expense.”

#### **Debt and Equity Securities in Issue**

On initial recognition, financial instruments issued by the Group are classified in accordance with the substance of the contractual agreement as financial liabilities where the contractual arrangement results in the Group having an obligation to either deliver cash or another financial asset to the holder, or to satisfy the obligation other than by delivering a fixed number of equity shares in exchange for a fixed amount of cash or another financial asset. The instruments or their components are classified as equity where they do not meet the definition of a liability and show evidence of a residual interest in the entity’s assets after deducting all of its liabilities. Compound financial instruments that contain both liability and equity elements are accounted for separately with the equity component being assigned the residual amount after deducting from the entire value of the compound financial instrument the fair value of the liability component which has been determined separately.

#### **Shareholders’ Equity**

##### ***Stock issuance costs***

Incremental costs directly attributable to the issuance of new shares or options including those issued as a result of a business combination transaction are deducted from the proceeds and shown in equity, net of tax.

##### ***Dividends on common stock and preferred stock***

Dividends on common stock and preferred stock are recognized in equity in the period in which they are approved by the shareholders. Dividends for the fiscal year that are declared after the reporting period are described in Note 41 “Dividends Per Share.”

### ***Treasury stock***

Where the Company or any other member of the Group companies purchase the Company's common or preferred stock, the consideration paid is deducted from equity as treasury stock until they are cancelled or sold. No gain or loss is recognized on the purchase, sale, or cancellation of the Company's own equity instruments and the consideration paid or received is recognized in equity.

### **Interest Income and Expense**

Interest income and expense for all financial instruments, except for those classified as financial assets and liabilities at fair value through profit or loss, are recognized in "Interest income" and "Interest expense" in the consolidated income statements using the effective interest method.

The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period.

The effective interest rate is the rate that discounts the estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the gross carrying amount of a financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates cash flows, considering the contractual terms of the financial instrument but not including ECL. The calculation includes fees paid or received between parties to the contract that are an integral part of the effective interest rate of the financial instrument, transaction costs and other premiums or discounts.

The effective interest method is used for calculating interest income by applying the effective interest rate to the gross carrying amount of a financial asset. However, for credit-impaired financial assets subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortized cost of the financial assets.

### **Fee and Commission Income**

The Group recognizes fee and commission income in accordance with the five-step model under IFRS 15 "Revenue from Contracts with Customers".

Fee and commission income arises from a diverse range of services that the Group provides to its customers. Fee and commission income can be divided into two categories: fee and commission income from transaction services which is recognized at the point in time when the transaction takes place, and fee and commission income from services which is recognized over the time as the services are provided. Fee and commission income from transaction services includes fees on credit card business, fees and commissions on the securities business, underwriting fees, brokerage fees, investment trusts sales commissions, fees on funds transfer and collection services, loan syndication fees for arranging a loan and fee and commission income from other services. Fee and commission income from services that are provided over a period of time includes fiduciary fees, investment fund management fees, loan commitments fees from which specific lending is unlikely to be drawn down and fee and commission income from other services.

### **Net Trading Income**

Net trading income consists of margins made on market-making and customer business, as well as changes in fair value of trading assets and liabilities and derivative financial instruments, caused by movements in interest rates, exchange rates, equity prices and other market variables. It also includes net interest and dividend income on trading assets and liabilities.

### **Net Income from Financial Assets and Liabilities at Fair Value through Profit or Loss**

Net income from financial assets and liabilities at fair value through profit or loss includes all gains and losses arising from changes in the fair value of financial assets mandatorily measured at FVPL other than trading

assets and derivative financial instruments, disposal of such assets, and interest and dividend income on these financial assets. It also includes gains and losses arising from changes in the fair values of financial liabilities designated at FVPL except for the effects of changes in their own credit risk, gains or losses arising from the derecognition and interest expense on these financial liabilities.

### **Net Investment Income**

Net investment income includes gains and losses on the disposal of debt instruments measured at fair value through other comprehensive income, and dividend income from equity instruments measured at fair value through other comprehensive income.

### **Earnings Per Share**

The Group presents basic and diluted earnings per share (“EPS”) data for its common stock. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Group by the weighted average number of common stock outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to common shareholders and the weighted average number of common stock outstanding for the effects of all dilutive potential common stock including share options and other convertible instruments.

### **Recent Accounting Pronouncements**

The Group is currently assessing the impact of the following standards, amendments to standards, and interpretations that are not yet effective and have not been early adopted:

#### ***Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28)***

In September 2014, the IASB issued the narrow-scope amendments to IFRS 10 and IAS 28 “Investments in Associates and Joint Ventures” to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28, in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The effective date of applying the amendments was January 1, 2016 when they were originally issued, however, in December 2015, the IASB issued *Effective Date of Amendments to IFRS 10 and IAS 28* to remove the effective date and indicated that a new effective date will be determined at a future date when it has finalized revisions, if any, that result from its research project on equity accounting. The Group is currently evaluating the potential impact that the adoption of the amendments will have on its consolidated financial statements.

#### ***Classification of Liabilities as Current or Non-current (Amendments to IAS 1)***

In January 2020, the IASB issued narrow-scope amendments to IAS 1 “Presentation of Financial Statements” to clarify how to classify debt and other liabilities as current or non-current. The amendments make it easier for entities to determine whether, in the statements of financial position, debt and other liabilities with an uncertain settlement date should be classified as current or non-current. The effective date of applying the amendments was January 1, 2022 when they were originally issued, however, in July 2020, the IASB issued an amendment which defers the effective date to annual periods beginning on or after January 1, 2023. Subsequently, in October 2022, the IASB issued a further amendment which defers the effective date to annual periods beginning on or after January 1, 2024. The amendments are not expected to have a material impact on the Group’s consolidated financial statements.

#### ***Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)***

In September 2022, the IASB issued narrow-scope amendments to IFRS 16 “Leases,” which add to subsequent measurement requirements for the lease liability arising from a sale and leaseback transaction. The



amendments specify how to measure the lease liability when reporting after the date of the transaction. The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Group's consolidated financial statements.

***Non-current Liabilities with Covenants (Amendments to IAS 1)***

In October 2022, the IASB issued amendments to IAS 1 to improve the information entities provide about long-term debt with covenants. The amendments to IAS 1 specify that covenants to be complied with after the reporting date do not affect the classification of debt as current or non-current at the reporting date. Instead, the amendments require an entity to disclose information about these covenants in the notes to the financial statements and enable investors to understand the risk that such debt could become repayable early. The amendments are effective for annual reporting periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Group's consolidated financial statements.

***Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7)***

In May 2023, the IASB issued amendments to IAS 7 "Statement of Cash Flows" and IFRS 7 "Financial Instruments: Disclosures," which require an entity to provide disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments are effective for annual periods beginning on or after January 1, 2024 and are not expected to have a material impact on the Group's consolidated financial statements.

***Lack of Exchangeability (Amendments to IAS 21)***

In August 2023, the IASB issued the amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates" to address a matter not previously covered in the accounting requirements for the effects of changes in foreign exchange rates. The amendments require entities to apply a consistent approach in assessing whether a currency can be exchanged into another currency. The amendments also require entities to determine the exchange rate and provide more useful information in their financial statements when a currency cannot be exchanged into another currency. The amendments are effective for annual periods beginning on or after January 1, 2025. The Group is currently evaluating the potential impact that the adoption of the amendments will have on its consolidated financial statements.

***Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)***

In May 2024, the IASB issued amendments to IFRS 9 and IFRS 7 to address diversity in accounting practice by making the requirements more understandable and consistent. The amendments clarify the classification of financial assets with environmental, social and corporate governance ("ESG") and similar features by clarifying how the contractual cash flows on such loans should be assessed. The amendments also clarify the date on which a financial asset or financial liability via electronic cash transfers is derecognized. In addition, the amendments require additional disclosure to enhance transparency for investors regarding investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features, such as features tied to ESG-linked targets. The amendments are effective for annual periods beginning on or after January 1, 2026. The Group is currently evaluating the potential impact that the adoption of the amendments will have on its consolidated financial statements.

***IFRS 18 "Presentation and Disclosure in Financial Statements"***

In April 2024, the IASB issued IFRS 18 "Presentation and Disclosure in Financial Statements" replacing IAS 1 to improve the usefulness of information presented and disclosed in financial statements. IFRS 18 introduces three sets of new requirements. The standard defines categories for income and expenses, such as operating, investing and financing, and requires entities to provide new defined subtotals, including operating profit. IFRS 18 also requires entities that



define entity-specific measures that are related to the income statement to disclose explanations of those measures, referred to as management-defined performance measures. In addition, it sets out enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes and requires entities to provide more transparency about operating expenses. These new requirements are to improve entities' reporting of financial performance and give investors a better basis for analyzing and comparing entities. The standard carries forward many requirements from IAS 1 unchanged. The standard is effective for annual periods beginning on or after January 1, 2027. The Group is currently evaluating the potential impact that the adoption of the standard will have on its consolidated financial statements.

### **3 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS**

The consolidated financial statements are influenced by estimates and management judgments, which necessarily have to be made in the course of preparation of the consolidated financial statements. Estimates and judgments are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, and which are continually evaluated.

#### **Allowance for Loan Losses**

The allowance for loan losses is measured under the ECL model which requires the use of complex models and significant assumptions about future economic conditions and credit behavior. A number of significant judgments are also required in applying the accounting requirements for measuring ECL, such as:

- qualitative assessment in determining obligor grades;
- determining criteria for a significant increase in credit risk since initial recognition;
- measuring ECL by choosing appropriate models and assumptions;
- incorporating forward-looking information into the ECL measurement by obligor grading, forecast range of macroeconomic scenarios, and additional ECL adjustments if the current circumstances, events or conditions at relevant portfolio level are not fully reflected in the ECL model; and
- estimating the expected future cash flows by taking into account factors such as historical loss information, the appropriateness of the borrower's business plan or operational improvement plan, the status of progress of its plan, the overall support from financial institutions, and the realizable value of any collateral held.

For the fiscal year ended March 31, 2024, the obligor grading, macroeconomic factors and additional ECL adjustments used to determine the final ECL reflected the current and forward-looking impact of the situation in Russia and Ukraine, the high interest rates in foreign countries due to global monetary tightening and the changes in the domestic business environment. The obligor grades were reviewed based on the most recent information available as appropriate.

The macroeconomic scenarios for incorporating forward-looking information in the ECL measurement were updated, reflecting the recent economic forecasts. The Group assumed that the Japanese economy would recover moderately due to a recovery in private consumption supported by improvements in the employment and income environment and an increase in capital investment underpinned by corporate earnings during the fiscal year ending March 31, 2025. The following year, the Group expected these trends to continue, with household consumption increasing and inflation kept steady. As for the US economy, the Group assumed the pace of its growth would be slower due to the downturn pressure in private consumption and capital investment reflecting a cautious approach to lending by financial institutions during the fiscal years ending March 31, 2025 and 2026. As for the European economy, the Group expected that it would bottom out and start to recover by the fiscal year ending March 31, 2025, with improvements in purchasing power and a decrease in inflationary pressures. As for the Asia-Pacific economy, the Group assumed the Chinese economy would continue its slow growth, whereas other Asian economies would grow steadily driven by demand in digital and service sectors. This assumption was considered in

determining the base scenario. The severe downside scenario is the adverse scenario and based on the stressed business environments such as serious economic recession and financial market disruption, and the scenario is in conformity with the Group's internal stress test. Besides, both the downside and upside scenarios are developed based on the premises of the base scenario and the past macroeconomic experiences. Applied probability weightings for each scenario are determined mainly by statistical methods. The following table shows the growth rates of the Japanese, US, European Monetary Union ("EMU") and Asia-Pacific GDPs and the Japanese short-term interest rate, which are key factors of the macroeconomic scenarios.

	For the fiscal year ending March 31,	
	2025	2026
<b>As at March 31, 2024:</b>		
<b>Upside</b>	(%)	
Japanese GDP (Nominal) . . . . .	5.5	1.6
US GDP (Real) . . . . .	4.9	0.7
EMU GDP (Real) . . . . .	3.1	2.1
Asia-Pacific GDP (Real) . . . . .	7.3	3.4
Japanese short-term interest rate . . . . .	0.1	0.1
<b>Base</b>		
Japanese GDP (Nominal) . . . . .	2.7	2.5
US GDP (Real) . . . . .	2.1	1.7
EMU GDP (Real) . . . . .	0.3	1.2
Asia-Pacific GDP (Real) . . . . .	4.5	4.4
Japanese short-term interest rate . . . . .	0.1	0.1
<b>Downside</b>		
Japanese GDP (Nominal) . . . . .	2.6	2.7
US GDP (Real) . . . . .	(1.3)	4.7
EMU GDP (Real) . . . . .	(1.5)	1.7
Asia-Pacific GDP (Real) . . . . .	2.1	4.5
Japanese short-term interest rate . . . . .	0.1	0.1
<b>Severe downside</b>		
Japanese GDP (Nominal) . . . . .	1.1	3.6
US GDP (Real) . . . . .	(2.7)	5.6
EMU GDP (Real) . . . . .	(2.1)	1.3
Asia-Pacific GDP (Real) . . . . .	1.2	4.9
Japanese short-term interest rate . . . . .	0.1	0.1

The following table shows the probability weightings of each scenario the Group estimates.

	<u>Upside</u>	<u>Base</u>	<u>Downside</u>	<u>Severe downside</u>
		(%)		
<b>As at March 31, 2024:</b>				
Scenario probability weighting . . . . .	20	60	13	7

In determining the need for making additional ECL adjustments, the Group considered whether there is an increase in the credit risk for some portfolios which had a material adverse impact resulting from the sanctions imposed in connection with Russia's aggression against Ukraine, from the high interest rates in foreign countries due to the global monetary tightening, or from the changes in the domestic business environment and whether the increased risk, if any, was not fully incorporated in the ECL model. For the Russian exposure, the Group evaluated the forward-looking impact on credit risks and losses based on factors such as the possibility that payment of principal or interest would be delayed or a request for loan restructuring would be made due to the prolonged impact

of sanctions targeting Russia imposed by the Japanese government and authorities in several other jurisdictions, Russia's measures to defend its economy and mitigate the effect of sanctions, and a deterioration of credit condition of Russia. In addition, the Group also considered the prolonged difficulty in collecting payments from Russian customers through remittances out of Russia due to orders by the Russian authorities. For the high interest rates in foreign countries from the global monetary tightening, the Group evaluated the forward-looking impact on credit risks and losses in light of the increased interest payment burden on borrowers. For the changes in the domestic business environment, additional ECL adjustments included the consideration of the increasing material and labor costs, the termination of the government support measures and the lifting of the negative interest rate policy by the Bank of Japan. The Group evaluated the forward-looking impact on credit risks and losses of certain industry-related portfolios selected based on changes in factors such as the market conditions and bankruptcy trends. As a consequence, the Group decided to make ECL adjustments for the above portfolios affected by the situation in Russia and Ukraine, the high interest rates in foreign countries due to the global monetary tightening and the changes in the domestic business environment. At March 31, 2024, the Group's credit risk exposure to Russian borrowers was approximately ¥284 billion and the ECL for that exposure was ¥86,751 million. In addition, the additional ECL adjustments for the portfolios affected by the high interest rates in foreign countries due to the global monetary tightening and for the portfolios affected by the changes in the domestic business environment were ¥15,634 million and ¥14,004 million, respectively.

Management estimates and judgments may change from time to time as the economic environment changes or new information becomes available. Changes in these estimates and judgments will result in a different allowance for loan losses and may have a direct impact on impairment charges. Allowance for loan losses amounted to ¥979,000 million and ¥864,114 million at March 31, 2024 and 2023, respectively. For additional information, refer to Note 10 "Loans and Advances."

### **Fair Value of Financial Instruments**

The fair values of financial instruments where no active market exists or where quoted prices are not otherwise available are determined by using valuation techniques. In these cases, inputs to valuation techniques are based on observable data with respect to similar financial instruments or by using models. Where observable inputs are not available, the fair value is estimated based on appropriate assumptions that a market participant would take into account. Where valuation techniques (for example, models) are used to determine fair values, they are validated and periodically reviewed. The Group certifies significant valuation models before they are used, and calibrates them to ensure that outputs reflect actual data and comparative market prices. To the extent practical, models use only observable data; however, inputs such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the fair values of these financial instruments. More details about the Group's valuation techniques, significant unobservable inputs used in determining fair values and sensitivity analyses are given in Note 44 "Fair Value of Financial Assets and Liabilities."

### **Impairment of Property, Plant and Equipment**

The Group has property, plant and equipment, which consist of assets for rent, land, buildings, right of use assets and others. Property, plant and equipment are tested for impairment if events or changes in circumstances indicate that it may not be recoverable at the end of each reporting period. If any such indication exists, then its recoverable amount is estimated. The process to determine the recoverable amount is inherently uncertain because such recoverable amount is determined based on management estimates and judgments. Changes in management judgments may result in different impairment test results and different impairment amounts recognized. For the fiscal years ended March 31, 2024, 2023 and 2022, impairment losses on property, plant and equipment were ¥4,168 million, ¥31,617 million and ¥43,708 million, respectively. For additional information, refer to Note 12 "Property, Plant and Equipment."

## **Impairment of Intangible Assets**

### ***Impairment of goodwill***

Goodwill is tested for impairment on an annual basis or more frequently if events or changes in circumstances indicate that it may not be recoverable. If any such indication exists, then its recoverable amount is estimated. The process to determine the recoverable amount is inherently uncertain because such recoverable amount is determined based on a number of management estimates and judgments. The Group determines the recoverable amount using the estimated future cash flows, pre-tax discount rates, growth rates, and other factors. The estimation of future cash flows inherently reflects management judgments, even though such forecasts are prepared taking into account actual performance and external economic data. The pre-tax discount rates and growth rates may be significantly affected by market interest rates or other market conditions, which are beyond management's control, and therefore significant management judgments are made to determine these assumptions. These management judgments are made based on the facts and circumstances at the time of the impairment test, and may vary depending on the situation and the time. Changes in management judgments may result in different impairment test results and different impairment amounts recognized. For the fiscal years ended March 31, 2024, 2023 and 2022, impairment losses on goodwill were nil, ¥126,151 million and nil, respectively. For additional information, refer to Note 14 "Intangible Assets."

### ***Impairment of other intangible assets***

The Group has other intangible assets, not including goodwill, which consist of software, contractual customer relationships, trademarks and others. These are divided into other amortizing intangible assets and other non-amortizing intangible assets. Other amortizing intangible assets are tested for impairment if events or changes in circumstances indicate that it may not be recoverable at the end of each reporting period. Other non-amortizing intangible assets are tested for impairment on an annual basis or more frequently if events or changes in circumstances indicate that it may not be recoverable. If any such indication exists, then its recoverable amount is estimated. The process to determine the recoverable amount is inherently uncertain because such recoverable amount is determined based on a number of management estimates and judgments as described in "—Impairment of goodwill." Changes in management judgments may result in different impairment test results and different impairment amounts recognized. For the fiscal years ended March 31, 2024, 2023 and 2022, impairment losses on other intangible assets were ¥9,648 million, ¥9,368 million and ¥55,816 million, respectively. For additional information, refer to Note 14 "Intangible Assets."

## **Provision for Interest Repayment**

Provision for interest repayment represents management's estimate of future claims for the refund of so-called "gray zone interest" (interest on loans in excess of the maximum rate prescribed by the Interest Rate Restriction Act (ranging from 15% to 20%) up to the 29.2% maximum rate permitted under the Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates), taking into account historical experience such as the number of customer claims for a refund, the amount of repayments and the characteristics of customers, and the length of the period during which claims are expected to be received in the future.

Management estimates and judgments may change from time to time as the legal environment and market conditions change or new information becomes available. Changes in these estimates and judgments could affect the balance of provision for interest repayment. Provision for interest repayment is recorded in provisions as a liability, and it totaled ¥120,864 million and ¥128,234 million at March 31, 2024 and 2023, respectively. For additional information, refer to Note 21 "Provisions."

## **Retirement Benefits**

The Group has defined benefit plans such as defined benefit pension plans and lump-sum severance indemnity plans. The present value of the defined benefit obligation is calculated based on actuarial valuations

that are dependent upon a number of assumptions, including discount rates, mortality rates and future salary (benefit) increases. The discount rates are equivalent to market yields of AA credit-rated corporate bonds that have terms to maturity approximating those of the related obligations. Future mortality rates are based on the official mortality table generally used for actuarial assumptions in Japan. Other assumptions used for the calculation of the defined benefit obligation are based on historical records. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty. Any change in these assumptions will impact actuarial gains and losses, as well as the present value of the defined benefit obligation and the net retirement benefit expense for each period. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions in the year, and return on plan assets excluding interest income are recognized in other comprehensive income and are never reclassified to profit or loss.

The difference between the fair value of the plan assets and the present value of the defined benefit obligation at the end of the reporting period is recognized as assets and liabilities in the consolidated statements of financial position. When this calculation for each plan results in a benefit to the Group, the recognized asset is limited to the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan (“asset ceiling”). An economic benefit is available to the Group, if it is realizable during the life of the plan or on settlement of the plan obligation. The net total of assets and liabilities in the consolidated statements of financial position amounted to net assets of ¥503,050 million and ¥525,123 million at March 31, 2024 and 2023, respectively. For additional information, refer to Note 24 “Retirement Benefits.”

#### **Deferred Tax Assets**

Deferred tax assets relating to tax losses carried forward and deductible temporary differences are recognized, only to the extent that it is probable that future taxable profit will be available against which the tax losses carried forward and the deductible temporary differences can be utilized. This assessment requires significant management estimates and judgments. Future taxable profit is estimated based on, among other relevant factors, forecasted results of operations, which are based on historical financial performance and the business plans that management believes to be prudent and feasible. While the Group carefully assesses the realization of tax losses carried forward and deductible temporary differences, the actual taxable profit in the future may be less than the forecast. The deferred tax assets amounted to ¥58,080 million and ¥65,810 million in the consolidated statements of financial position at March 31, 2024 and 2023, respectively, while the net total of deferred tax assets and liabilities amounted to net liabilities of ¥622,259 million and ¥250,120 million at March 31, 2024 and 2023, respectively. For additional information, refer to Note 23 “Deferred Income Tax.”

## **4 SEGMENT ANALYSIS**

### **Business Segments**

The Group’s business segment information is prepared based on the internal reporting system utilized by its management to assess the performance of its business segments under accounting principles generally accepted in Japan (“Japanese GAAP”).

The Group has four main business segments: the Wholesale Business Unit, the Retail Business Unit, the Global Business Unit and the Global Markets Business Unit, with the remaining operations recorded in Head office account and others.

#### ***Wholesale Business Unit***

The Wholesale Business Unit provides comprehensive solutions primarily for corporate clients in Japan that respond to wide-ranging client needs in relation to financing, investment management, risk hedging, settlement, M&A and other advisory services, digital services and leasing services. This business unit mainly consists of the wholesale businesses of SMBC, SMBC Trust Bank Ltd. (“SMBC Trust Bank”), Sumitomo Mitsui Finance and

Leasing Company, Limited (“SMFL”), SMBC Nikko Securities Inc. (“SMBC Nikko Securities”) and Sumitomo Mitsui Card Company, Limited (“Sumitomo Mitsui Card”), which merged with SMBC Finance Service Co., Ltd. on April 1, 2024.

### ***Retail Business Unit***

The Retail Business Unit provides financial services to consumers residing in Japan and mainly consists of the retail businesses of SMBC, SMBC Trust Bank, SMBC Nikko Securities, Sumitomo Mitsui Card and SMBC Consumer Finance Co., Ltd. (“SMBC Consumer Finance”). This business unit offers a wide range of products and services for consumers, including wealth management services, settlement services, consumer finance and housing loans, in order to address the financial needs of all individual customers.

### ***Global Business Unit***

The Global Business Unit supports the global businesses of a diverse range of clients, such as Japanese companies operating overseas, non-Japanese companies, financial institutions, government agencies, public corporations and retail clients of various countries. This business unit provides a variety of tailored products and services to meet customer and market requirements, including loans, deposits, clearing services, trade finance, project finance, loan syndication, derivatives, global cash management services, leasing services, equity and fixed income sales and trading, underwriting activities, Japanese stock brokerage and M&A advisory services. This business unit mainly consists of the global businesses of SMBC, SMBC Trust Bank, SMFL, SMBC Nikko Securities and their foreign subsidiaries.

### ***Global Markets Business Unit***

The Global Markets Business Unit offers solutions through foreign exchange products, derivatives, bonds, stocks and other marketable financial products, and also undertakes asset liability management operations, which help comprehensively control balance sheet liquidity risks and market risks. This business unit consists of the Global Markets and Treasury Unit of SMBC, which was renamed from the Treasury Unit in April 2023, and the Global Markets Division of SMBC Nikko Securities.

### ***Head office account and others***

The Head office account and others represent the difference between the aggregate of the Wholesale Business Unit, the Retail Business Unit, the Global Business Unit and the Global Markets Business Unit, and the Group as a whole. It mainly consists of administrative expenses related to headquarters operations and profit or loss from other subsidiaries including The Japan Research Institute, Limited and Sumitomo Mitsui DS Asset Management Company, Limited. It also includes the elimination items related to internal transactions between the Group companies.

### **Measurement of Segment Profit or Loss**

The business segment information is prepared under the management approach. Consolidated net business profit is used as a profit indicator of banks in Japan. Consolidated net business profit of each segment is calculated by deducting general and administrative expenses (i.e., the total of personnel expense, non-personnel expense and tax), and by adding or deducting others (i.e., share of profit or loss of equity-method associates and joint ventures and cooperated profit and loss based on internal managerial accounting) to or from consolidated gross profits (i.e., the total of net interest income, trust fees, net fee and commission income, net trading income and net other operating income). The consolidated gross profits and general and administrative expenses of each segment are prepared for management accounting purposes and not generated solely by aggregating figures prepared under financial accounting. While the Group’s disclosure complies with the requirements on segment information in accordance with IFRS, the figures reported to management and disclosed herein are prepared under Japanese GAAP. Consequently, the business segment information does not agree with the figures in the consolidated financial statements under IFRS. These differences are addressed in the “Reconciliation of Segmental Results of Operations to Consolidated Income Statements.”



Information regarding the total assets of each segment is not used by management in deciding how to allocate resources and assess performance. Accordingly, total assets are not included in the business segment information.

### Segmental Results of Operations

The following tables show the Group's results of operations by business segment for the fiscal years ended March 31, 2024, 2023 and 2022. During the current year, changes were made to the allocation logic from the Head office account and others to other business segments in the Group's managerial accounting, which became effective from April 1, 2023. The comparative information for the fiscal years ended March 31, 2023 and 2022 has been represented on a consistent basis with that updated allocation logic and to eliminate the impact of factors such as changes in interest rates and exchange rates that may distort the comparison. The effects of the adjustments are included in the Head office account and others.

#### For the fiscal year ended March 31, 2024:

	Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others	Total
	(In billions)					
Consolidated gross profit <sup>(1)</sup> . . . . .	¥ 835.2	¥ 1,290.0	¥ 1,375.9	¥ 526.2	¥ (288.5)	¥ 3,738.8
General and administrative expenses . . . . .	(311.0)	(1,079.9)	(809.3)	(165.3)	114.9	(2,250.6)
Others <sup>(2)</sup> . . . . .	107.9	5.6	78.3	29.0	(148.8)	72.0
Consolidated net business profit . . . .	<u>¥ 632.1</u>	<u>¥ 215.7</u>	<u>¥ 644.9</u>	<u>¥ 389.9</u>	<u>¥ (322.4)</u>	<u>¥ 1,560.2</u>

#### For the fiscal year ended March 31, 2023:

	Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others	Total
	(In billions)					
Consolidated gross profit <sup>(1)</sup> . . . . .	¥ 742.0	¥1,170.0	¥ 1,216.2	¥ 461.8	¥ (419.8)	¥ 3,170.2
General and administrative expenses . . . . .	(286.2)	(996.7)	(708.0)	(150.5)	192.2	(1,949.2)
Others <sup>(2)</sup> . . . . .	101.5	4.7	15.5	28.8	(95.1)	55.4
Consolidated net business profit . . . .	<u>¥ 557.3</u>	<u>¥ 178.0</u>	<u>¥ 523.7</u>	<u>¥ 340.1</u>	<u>¥ (322.7)</u>	<u>¥ 1,276.4</u>

#### For the fiscal year ended March 31, 2022:

	Wholesale Business Unit	Retail Business Unit	Global Business Unit	Global Markets Business Unit	Head office account and others	Total
	(In billions)					
Consolidated gross profit <sup>(1)</sup> . . . . .	¥ 719.7	¥1,184.0	¥ 1,071.8	¥ 412.6	¥ (442.6)	¥ 2,945.5
General and administrative expenses . . . . .	(295.5)	(996.0)	(637.0)	(143.5)	250.9	(1,821.1)
Others <sup>(2)</sup> . . . . .	89.5	3.5	(26.0)	26.9	(65.4)	28.5
Consolidated net business profit . . . .	<u>¥ 513.7</u>	<u>¥ 191.5</u>	<u>¥ 408.8</u>	<u>¥ 296.0</u>	<u>¥ (257.1)</u>	<u>¥ 1,152.9</u>

(1) Consolidated gross profit = (Interest income – Interest expenses) + Trust fees + (Fee and commission income – Fee and commission expenses) + (Trading income – Trading losses) + (Other operating income – Other operating expenses).

(2) “Others” includes share of profit or loss of equity-method associates and joint ventures and cooperated profit and loss, that is, profit and loss double counted within the Group's business segments in the managerial accounting.



## Reconciliation of Segmental Results of Operations to Consolidated Income Statements

The figures provided in the tables above are calculated by aggregating the figures used for management reporting under Japanese GAAP for each segment. The total amount of consolidated net business profit that is calculated by each segment based on the internal managerial data is reconciled to profit before tax reported in the consolidated financial statements under IFRS as shown in the following table:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In billions)		
Consolidated net business profit	¥1,560.2	¥1,276.4	¥1,152.9
Differences between management reporting and Japanese GAAP:			
Total credit costs	(274.0)	(210.2)	(274.4)
Gains on equity instruments	249.8	155.9	209.1
Extraordinary gains or losses and others	(193.7)	(123.6)	(158.0)
Profit before tax under Japanese GAAP	1,342.3	1,098.5	929.6
Differences between Japanese GAAP and IFRS:			
Scope of consolidation	7.4	4.9	3.0
Derivative financial instruments	(111.6)	374.0	136.9
Investment securities	(43.4)	(147.0)	(189.2)
Loans and advances	2.4	13.6	(54.4)
Investments in associates and joint ventures	(20.2)	(10.6)	(61.5)
Property, plant and equipment	22.7	1.6	9.0
Lease accounting	(1.9)	(0.5)	(0.9)
Defined benefit plans	(53.8)	(60.7)	(67.0)
Foreign currency translation	(32.2)	6.6	(40.7)
Classification of equity and liability	18.9	11.3	10.9
Others	77.2	(29.8)	0.8
Profit before tax under IFRS	¥1,207.8	¥1,261.9	¥ 676.5

## Information about Geographical Areas

The following table shows the total operating income in accordance with IFRS by the main geographical areas. The Group's services are provided to domestic and foreign clients on a worldwide basis. These include transactions where SMBC's branches in Japan may deal with customers located in foreign countries and where SMBC's overseas branches may provide services to Japanese companies.

To identify income attributed to each geographical area for the purposes of this disclosure, they are aggregated based on the geographical location of the booking entity, with the assumption that transactions booked in booking entities are deemed to have occurred in their respective geographical areas.

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Domestic<sup>(1)</sup>:</b>			
Japan	¥1,431,964	¥1,778,161	¥1,805,619
Total domestic	1,431,964	1,778,161	1,805,619
<b>Foreign<sup>(1)(2)</sup>:</b>			
Americas	1,136,316	829,948	592,009
Europe and Middle East	399,904	356,222	280,930
Asia and Oceania	980,889	826,345	458,902
Total foreign	2,517,109	2,012,515	1,331,841
Total operating income <sup>(3)</sup>	¥3,949,073	¥3,790,676	¥3,137,460

- (1) The geographical segmentation is determined based on the degrees of the following factors: geographic proximity, similarity of economic activities and relationship of business activities among regions.
- (2) Americas mostly consists of the United States; Europe and Middle East include the United Kingdom, Germany and others; Asia and Oceania include China, Singapore, Indonesia and others except Japan.
- (3) Total operating income comprises net interest income, net fee and commission income, net trading income, net income from financial assets and liabilities at fair value through profit or loss, net investment income and other income.

## 5 CASH AND DEPOSITS WITH BANKS

Cash and deposits with banks at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Cash .....	¥ 788,096	¥ 1,351,808
Deposits with banks .....	77,962,347	75,113,703
Total cash and deposits with banks .....	<u>¥78,750,443</u>	<u>¥76,465,511</u>

The reconciliation of cash and cash equivalents used for the purposes of the consolidated statements of cash flows at March 31, 2024, 2023 and 2022 is shown as follows:

	At March 31,		
	2024	2023	2022
	(In millions)		
Cash and deposits with banks .....	¥78,750,443	¥76,465,511	¥75,697,521
Less: term deposits with original maturities over three months .....	(663,985)	(444,741)	(511,148)
Less: cash segregated as deposits and others .....	(648,652)	(676,535)	(842,420)
Cash and cash equivalents .....	<u>¥77,437,806</u>	<u>¥75,344,235</u>	<u>¥74,343,953</u>

Private depository institutions in Japan are required to maintain certain minimum reserve funds with the Bank of Japan, based on average deposit balances and certain other factors. There are similar reserve deposit requirements for the Group's foreign offices engaged in banking businesses in foreign countries. At March 31, 2024, 2023 and 2022, the reserve funds required to be maintained by the Group, which were included in cash and cash equivalents, amounted to ¥1,983,987 million, ¥2,102,543 million and ¥1,948,949 million, respectively.

## 6 TRADING ASSETS

Trading assets at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Debt instruments .....	¥5,674,162	¥4,229,845
Equity instruments .....	837,899	356,070
Total trading assets .....	<u>¥6,512,061</u>	<u>¥4,585,915</u>

Trading debt instruments mainly consist of Japanese government bonds. Trading equity instruments mainly consist of publicly traded Japanese stocks.

## 7 DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING

Derivative financial instruments include futures, forwards, swaps, options and other types of derivative contracts, which are transactions listed on exchanges or over-the-counter ("OTC") transactions. In the normal

course of business, the Group enters into a variety of derivatives for trading and risk management purposes. The Group uses derivatives for trading activities, which include facilitating customer transactions, market-making and arbitrage activities. The Group also uses derivatives to reduce its exposures to market and credit risks as part of its asset and liability management.

Derivatives are financial instruments that derive their value from the price of underlying items such as interest rates, foreign exchange rates, equities, bonds, commodities, credit spreads and other indices. The Group's derivative financial instruments mainly consist of interest rate derivatives and currency derivatives. Interest rate derivatives include interest rate swaps, interest rate options and interest rate futures. Currency derivatives include foreign exchange forward transactions, currency swaps and currency options.

The tables below represent the derivative financial instruments by type and purpose of derivatives at March 31, 2024 and 2023.

	At March 31, 2024					
	Trading			Risk Management <sup>(1)</sup>		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
	(In millions)					
Interest rate derivatives . . .	¥1,605,292,805	¥5,800,416	¥6,767,410	¥68,026,939	¥622,922	¥ 919,304
Futures . . . . .	120,819,693	15,729	34,583	12,514,178	1,856	833
Listed Options . . . . .	143,990,400	28,161	12,567	—	—	—
Forwards . . . . .	32,422,848	433	728	—	—	—
Swaps . . . . .	1,032,971,282	4,871,182	4,870,581	55,302,412	621,066	883,197
OTC Options . . . . .	275,088,582	884,911	1,848,951	210,349	—	35,274
Currency derivatives . . . . .	237,338,471	3,273,460	1,754,088	20,877,091	130,459	2,250,866
Futures . . . . .	11	—	185	—	—	—
Listed Options . . . . .	—	—	—	—	—	—
Forwards . . . . .	115,966,592	1,251,720	1,163,114	7,216,977	48,913	309,833
Swaps . . . . .	110,747,232	1,832,664	327,555	13,660,114	81,546	1,941,033
OTC Options . . . . .	10,624,636	189,076	263,234	—	—	—
Equity derivatives . . . . .	3,386,924	50,587	145,501	—	—	—
Futures . . . . .	2,069,970	13,497	30,860	—	—	—
Listed Options . . . . .	667,923	19,943	27,585	—	—	—
Forwards . . . . .	387,100	11	73,285	—	—	—
Swaps . . . . .	25,202	79	589	—	—	—
OTC Options . . . . .	236,729	17,057	13,182	—	—	—
Commodity derivatives . . .	122,535	8,748	7,544	—	—	—
Futures . . . . .	52,984	1,905	1,734	—	—	—
Listed Options . . . . .	—	—	—	—	—	—
Forwards . . . . .	—	—	—	—	—	—
Swaps . . . . .	62,138	6,787	5,669	—	—	—
OTC Options . . . . .	7,413	56	141	—	—	—
Credit derivatives . . . . .	3,337,756	22,680	32,760	—	—	—
Total derivative financial instruments . . . . .	<u>¥1,849,478,491</u>	<u>¥9,155,891</u>	<u>¥8,707,303</u>	<u>¥88,904,030</u>	<u>¥753,381</u>	<u>¥3,170,170</u>

At March 31, 2023

	Trading			Risk Management <sup>(1)</sup>		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
	(In millions)					
Interest rate derivatives ...	¥1,691,197,124	¥5,025,797	¥6,380,627	¥65,003,591	¥763,819	¥1,032,506
Futures .....	129,630,431	37,084	36,633	8,746,711	5,990	2,836
Listed Options .....	262,156,548	87,651	52,918	—	—	—
Forwards .....	24,354,115	30,619	24,358	—	—	—
Swaps .....	1,036,174,625	4,059,518	4,100,097	56,071,259	757,829	1,008,337
OTC Options .....	238,881,405	810,925	2,166,621	185,621	—	21,333
Currency derivatives .....	220,393,641	2,571,317	1,629,519	21,600,130	203,864	1,376,767
Futures .....	1,114	145	—	—	—	—
Listed Options .....	—	—	—	—	—	—
Forwards .....	115,616,503	1,113,495	1,107,415	7,430,656	71,072	184,808
Swaps .....	93,961,952	1,282,512	352,236	14,169,474	132,792	1,191,959
OTC Options .....	10,814,072	175,165	169,868	—	—	—
Equity derivatives .....	2,372,833	54,508	42,208	—	—	—
Futures .....	1,369,369	11,259	16,491	—	—	—
Listed Options .....	565,733	9,312	17,713	—	—	—
Forwards .....	146,369	12,567	2	—	—	—
Swaps .....	39,235	433	2,554	—	—	—
OTC Options .....	252,127	20,937	5,448	—	—	—
Commodity derivatives ...	129,488	9,142	7,946	—	—	—
Futures .....	25,427	407	1,247	—	—	—
Listed Options .....	—	—	—	—	—	—
Forwards .....	—	—	—	—	—	—
Swaps .....	73,010	8,567	6,331	—	—	—
OTC Options .....	31,051	168	368	—	—	—
Credit derivatives .....	2,893,477	21,500	27,282	—	—	—
Total derivative financial instruments .....	¥1,916,986,563	¥7,682,264	¥8,087,582	¥86,603,721	¥967,683	¥2,409,273

(1) Derivative financial instruments categorized as “Risk Management” are used for economic hedging, such as managing the exposure to changes in fair value of the loan portfolio, and are identified as hedging instruments under Japanese GAAP. Under IFRS, the Group applies hedge accounting for certain fixed rate debt securities in issue, borrowings, and debt instruments at fair value through other comprehensive income (“FVOCI”) and net investments in foreign operations. Derivative financial instruments designated as hedging instruments are also categorized as “Risk Management.”

## Hedge accounting

The Group applies fair value hedge accounting and hedge accounting of net investments in foreign operations in order to reflect the effect of risk management activities on its consolidated financial statements.

### *Fair value hedges*

The Group applies fair value hedge accounting to mitigate the risk of changes in the fair value of certain fixed rate financial assets and liabilities, and the risk of changes in the fair value of certain equity instruments elected to be measured at FVOCI.

For fair value hedges of interest rate risk, the Group designates as hedging instruments certain interest rate derivatives and establishes a hedge ratio by matching the notional of the derivative financial instruments with the principal amount of the hedged items. The Group assesses hedge effectiveness qualitatively by considering whether the critical terms of the hedged items and hedging instruments closely align. The Group further assesses hedge effectiveness quantitatively by comparing changes in the fair value of the hedged items held at amortized cost arising from changes in the interest rate benchmarks with those of the hedging instruments. If the hedged

item is a financial asset measured at FVOCI, in the quantitative assessment, the Group compares changes in the fair value of the hedged items with those of the hedging instruments. Sources of hedge ineffectiveness include basis risk, timing differences between the hedged items and hedging instruments and the effect of the counterparty or the Group's own credit risk on the fair value of the interest rate derivatives, which is not reflected in the fair value of the hedged item. The gain or loss on the hedging instrument is recognized in "Net trading income" in the consolidated income statements. The hedging gain or loss on the hedged item held at amortized cost adjusts the carrying amount of the hedged item, and is recognized in "Net trading income" in the consolidated income statements. If the hedged item is a financial asset measured at FVOCI, the hedging gain or loss on the hedged item is recognized in "Net trading income" in the consolidated income statements. If the hedge no longer meets the criteria for hedge accounting for reasons other than the derecognition of the hedged item, the adjustment to the hedged item for which the effective interest method is used is amortized to profit or loss over the period to maturity of the hedged item. When the hedged item is derecognized, the adjustment is recognized immediately in the consolidated income statements.

For fair value hedges of stock price risk, the Group had designated as hedging instruments equity derivatives with underlying instruments identical to the hedged items and had established a hedge ratio by aligning the number of shares of hedged items with that of equity derivatives used as hedging instruments. The Group assesses hedge effectiveness qualitatively by considering whether the critical terms of the hedged items and hedging instruments closely align and quantitatively by comparing changes in the fair value of the hedged items with those of the hedging instruments. Hedge ineffectiveness may arise from the effect of the counterparty or the Group's own credit risk on the fair value of the equity derivatives and interest rate risk on the equity derivatives. There are no other sources of hedge ineffectiveness in the hedging relationships. Both the effective portion and ineffective portion of changes in the fair value of the hedging instruments are recognized in other comprehensive income, and amounts presented in other comprehensive income are not subsequently transferred to profit or loss.

The tables below represent the amounts related to items designated as hedging instruments at March 31, 2024 and 2023.

Line item in the consolidated statements of financial position where the hedging instrument is included		At March 31, 2024			For the fiscal year ended March 31, 2024	
		Notional amounts <sup>(1)</sup>	Carrying amounts		Change in value used for calculating hedge ineffectiveness	
			Assets	Liabilities		
(In millions)						
Interest rate risk						
Interest rate swaps . . . .	Derivative financial instruments	¥9,668,621	¥123,466	¥669,733	¥	(339,667)
Interest rate options . . .	Derivative financial instruments	210,349	—	35,274		(18,543)
Stock price risk						
Equity swaps . . . . .	Derivative financial instruments	—	—	—		—

(1) At March 31, 2024, the notional amount of interest rate swaps with remaining maturities of more than 12 months that are designated hedging instruments against interest rate risk is ¥8,478,975 million out of ¥9,668,621 million in total, and that of interest rate options with remaining maturities of more than 12 months that are designated hedging instruments against interest rate risk is ¥210,349 million, equal to the total notional amount.

Line item in the consolidated statements of financial position where the hedging instrument is included	At March 31, 2023			For the fiscal year ended March 31, 2023	
	Notional amounts <sup>(1)</sup>	Carrying amounts		Change in value used for calculating hedge ineffectiveness	
		Assets	Liabilities		
		(In millions)			
<b>Interest rate risk</b>					
Interest rate swaps . . . .	Derivative financial instruments	¥8,264,813	¥101,835	¥587,049	¥ (290,527)
Interest rate options . . .	Derivative financial instruments	185,621	—	21,333	(16,769)
<b>Stock price risk</b>					
Equity swaps . . . . .	Derivative financial instruments	—	—	—	3,174

(1) At March 31, 2023, the notional amount of interest rate swaps with remaining maturities of more than 12 months that are designated hedging instruments against interest rate risk is ¥7,641,814 million out of ¥8,264,813 million in total, and that of interest rate options with remaining maturities of more than 12 months that are designated hedging instruments against interest rate risk is ¥185,621 million, equal to the total notional amount.

The amounts related to items designated as hedged items at March 31, 2024 and 2023 were as follows:

		<u>At March 31, 2024</u>	<u>For the fiscal year ended March 31, 2024</u>
	<u>Line item in the consolidated statements of financial position where the hedged item is included</u>	<u>Carrying amounts</u>	<u>Change in value used for calculating hedge ineffectiveness</u>
(In millions)			
<b>Interest rate risk</b>			
Debt instruments at FVOCI . . . . .	Investment securities	¥ 789,990	¥ (11,612)
Debt securities in issue . . . . .	Debt securities in issue	8,163,340	358,163
Borrowings . . . . .	Borrowings	135,120	10,912
<b>Stock price risk</b>			
Equity instruments at fair value through other comprehensive income . . . . .	Investment securities	—	—

		<u>At March 31, 2023</u>	<u>For the fiscal year ended March 31, 2023</u>
	<u>Line item in the consolidated statements of financial position where the hedged item is included</u>	<u>Carrying amounts</u>	<u>Change in value used for calculating hedge ineffectiveness</u>
(In millions)			
<b>Interest rate risk</b>			
Debt instruments at FVOCI . . . . .	Investment securities	¥ 707,845	¥ (90,536)
Debt securities in issue . . . . .	Debt securities in issue	6,928,872	391,708
Borrowings . . . . .	Borrowings	128,778	10,702
<b>Stock price risk</b>			
Equity instruments at fair value through other comprehensive income . . . . .	Investment securities	—	(3,199)

As for interest rate risk, the accumulated amounts of fair value hedge adjustments on the hedged items were a loss of ¥114,126 million and a loss of ¥89,440 million for assets, and were a profit of ¥672,759 million and a profit of ¥591,904 million for liabilities at March 31, 2024 and 2023, respectively. There were no balances remaining in the consolidated statements of financial position for any hedged items that had ceased to be adjusted for hedging gains and losses at March 31, 2024 and 2023.

As for interest rate risk, hedge ineffectiveness was included in “Net trading income” in the consolidated income statements, and amounted to a loss of ¥747 million and a profit of ¥4,578 million for the fiscal years

ended March 31, 2024 and 2023, respectively. As for stock price risk, hedge ineffectiveness was included in “Other comprehensive income—Equity instruments at fair value through other comprehensive income” in the consolidated statements of comprehensive income, and amounted to nil and a loss of ¥25 million for the fiscal years ended March 31, 2024 and 2023, respectively.

### ***Hedges of net investments in foreign operations***

The Group applies hedge accounting of net investments in foreign operations to mitigate the foreign currency risk of exchange differences arising from the translation of net investments in foreign operations. The Group hedges the risk of changes in its equity, arising from the movement in the U.S. dollar exchange rate or other exchange rates against Japanese yen. Changes in foreign exchange rates would have an impact on the equity of the Group if it did not apply the hedge accounting.

The Group designates as hedging instruments foreign exchange forward contracts and foreign currency denominated financial liabilities. When the hedging instruments are foreign exchange forward contracts, the Group establishes a hedge ratio where the notional amounts on the foreign exchange forward contracts match the carrying amount of the hedged items. The Group designates as hedging instruments only the changes in the fair value of the spot element of the foreign exchange forward contracts, and assesses hedge effectiveness and calculates hedge ineffectiveness by comparing the changes in the carrying amounts of the hedging instruments that are attributable to a change in the spot rate with the changes in the net investments in foreign operations due to a movement in the spot rate. Therefore, the only sources of hedge ineffectiveness that is expected to arise from these hedging relationships are due to the effect of the counterparty or the Group’s own credit risk on the changes in the fair value of the hedging instruments. There are no other sources of hedge ineffectiveness in these hedge relationships.

When the hedging instruments are foreign currency denominated financial liabilities, the Group designates them as hedging instruments to the extent that the amounts do not exceed those of the hedged items, and establishes the hedge ratio by aligning the amounts of the hedging instruments with those of the hedged items. The Group assesses hedge effectiveness and calculates hedge ineffectiveness by comparing the changes in the carrying amounts of the liabilities that are attributable to a change in the spot rate with the changes in the net investments in foreign operations due to a movement in the spot rate. Therefore, no hedge ineffectiveness arises.

The effective portion of the gain or loss on the hedging instruments is recognized in other comprehensive income, whereas the ineffective portion of the gain or loss on the hedging instruments is recognized in “Net trading income” in the consolidated income statements. The cumulative gain or loss recognized in other comprehensive income is reclassified to profit or loss on the disposal or partial disposal of the foreign operations. On the other hand, changes in the fair value of the forward element of the foreign exchange forward contracts are recognized in “Net trading income” in the consolidated income statements because the Group designates as hedging instruments only the changes in the fair value of the spot element of the foreign exchange forward contracts, as stated above.

The tables below represents the amounts related to items designated as hedging instruments at March 31, 2024 and 2023.

	Line item in the consolidated statements of financial position where the hedging instrument is included	At March 31, 2024			For the fiscal year ended March 31, 2024
		Nominal amounts	Carrying amounts		Change in value used for calculating hedge ineffectiveness
			Assets	Liabilities	
			(In millions)		
Foreign exchange forward contracts . . . . .	Derivative financial instruments	¥3,479,863	¥18,991	¥306,775	¥ (340,765)
Foreign currency denominated financial liabilities . . . . .	Debt securities in issue, Borrowings, Deposits	329,985	—	329,985	(39,012)



Line item in the consolidated statements of financial position where the hedging instrument is included		At March 31, 2023			For the fiscal year ended March 31, 2023
		Nominal amounts	Carrying amounts		Change in value used for calculating hedge ineffectiveness
			Assets	Liabilities	
(In millions)					
Foreign exchange forward contracts . . . . .	Derivative financial instruments	¥3,088,524	¥48,483	¥147,366	¥ (195,012)
Foreign currency denominated financial liabilities . . . . .	Debt securities in issue, Borrowings, Deposits	287,072	—	287,072	(13,434)

The amounts related to items designated as hedged items for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31, 2024	At March 31, 2024
	Change in value used for calculating hedge ineffectiveness	Translating foreign operations reserve
(In millions)		
USD foreign operations . . . . .	¥ 189,332	¥ 395,670
EUR foreign operations . . . . .	143,018	310,492
THB foreign operations . . . . .	22,204	79,281
Other foreign operations . . . . .	25,223	88,450
Total . . . . .	¥ 379,777	¥ 873,893

	For the fiscal year ended March 31, 2023	At March 31, 2023
	Change in value used for calculating hedge ineffectiveness	Translating foreign operations reserve
(In millions)		
USD foreign operations . . . . .	¥ 98,413	¥ 206,338
EUR foreign operations . . . . .	72,926	167,474
THB foreign operations . . . . .	22,204	57,077
Other foreign operations . . . . .	14,903	63,227
Total . . . . .	¥ 208,446	¥ 494,116

The balances remaining in the foreign currency translation reserve from hedging relationships for which hedge accounting is no longer applied were ¥2,496 million and ¥37,927 million at March 31, 2024 and 2023, respectively.

Changes in the translating foreign operations reserve of ¥379,777 million and ¥208,446 million were offset by hedges of net investment in foreign operations for the fiscal years ended March 31, 2024 and 2023, respectively. There was no hedge ineffectiveness recognized in “Net trading income” for the fiscal years ended March 31, 2024 and 2023.

## Credit derivatives

The Group enters into credit derivatives to manage the risk of its commercial banking credit portfolio containing loans by hedging economically, as well as diversifying the credit exposure in the portfolio, and to

undertake credit loss protection transactions based on the needs from customers as financial intermediation. The tables below provide the notional amounts and the fair value of credit derivatives by purpose of transactions at March 31, 2024 and 2023.

At March 31, 2024						
	Protection purchased			Protection sold		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
(In millions)						
Managing the Group's credit risk portfolio .....	¥1,826,583	¥1,289	¥29,773	¥1,444,296	¥21,198	¥ 2,168
Trading purposes .....	30,707	—	426	—	—	—
Facilitating client transactions .....	32,500	168	393	3,670	25	—
Total .....	<u>¥1,889,790</u>	<u>¥1,457</u>	<u>¥30,592</u>	<u>¥1,447,966</u>	<u>¥21,223</u>	<u>¥ 2,168</u>

At March 31, 2023						
	Protection purchased			Protection sold		
	Notional amounts	Assets	Liabilities	Notional amounts	Assets	Liabilities
(In millions)						
Managing the Group's credit risk portfolio .....	¥1,502,814	¥4,738	¥16,442	¥1,347,591	¥16,456	¥10,542
Facilitating client transactions .....	36,702	251	203	6,370	55	95
Total .....	<u>¥1,539,516</u>	<u>¥4,989</u>	<u>¥16,645</u>	<u>¥1,353,961</u>	<u>¥16,511</u>	<u>¥10,637</u>

The following table summarizes the notional amounts of the Group's credit derivative portfolio by type of counterparty at March 31, 2024 and 2023.

	At March 31, 2024		At March 31, 2023	
	Protection purchased	Protection sold	Protection purchased	Protection sold
(In millions)				
Banks and broker-dealers .....	¥1,889,790	¥1,447,966	¥1,539,516	¥1,353,961
Insurance and other financial guaranty firms .....	—	—	—	—
Total .....	<u>¥1,889,790</u>	<u>¥1,447,966</u>	<u>¥1,539,516</u>	<u>¥1,353,961</u>

## 8 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
(In millions)		
Debt instruments .....	¥2,293,049	¥1,392,889
Equity instruments .....	83,080	95,350
Total financial assets at fair value through profit or loss .....	<u>¥2,376,129</u>	<u>¥1,488,239</u>

Debt instruments in financial assets at fair value through profit or loss mainly consist of investment funds. Equity instruments in financial assets at fair value through profit or loss mainly consist of subordinated loans classified as equity instruments and non-trading stocks held by the venture capital investment subsidiary.

## 9 INVESTMENT SECURITIES

The following table shows the amount of investment securities, which consist of debt instruments at amortized cost, debt instruments at fair value through other comprehensive income and equity instruments at fair value through other comprehensive income at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
<b>Debt instruments at amortized cost:</b>		
<b>Domestic:</b>		
Japanese government bonds	¥ 78,561	¥ 72,549
Japanese municipal bonds	142,557	93,044
Japanese corporate bonds	12,977	—
Total domestic	234,095	165,593
<b>Foreign:</b>		
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds	77,578	68,121
Mortgage-backed securities	2,703	—
Other debt instruments	2,016	1,853
Total foreign	82,297	69,974
Total debt instruments at amortized cost	¥ 316,392	¥ 235,567
<b>Debt instruments at fair value through other comprehensive income:</b>		
<b>Domestic:</b>		
Japanese government bonds	¥ 7,547,377	¥ 9,576,298
Japanese municipal bonds	1,053,332	1,087,625
Japanese corporate bonds	794,920	946,726
Other debt instruments	316	312
Total domestic	9,395,945	11,610,961
<b>Foreign:</b>		
U.S. Treasury and other U.S. government agency bonds	6,062,125	5,232,456
Bonds issued by governments and official institutions excluding U.S. Treasury and other U.S. government agency bonds	4,144,335	2,991,272
Mortgage-backed securities	3,545,565	2,379,250
Other debt instruments	868,214	597,484
Total foreign	14,620,239	11,200,462
Total debt instruments at fair value through other comprehensive income	¥24,016,184	¥22,811,423
<b>Equity instruments at fair value through other comprehensive income:</b>		
Domestic equity instruments	¥ 4,398,910	¥ 3,587,964
Foreign equity instruments	1,418,351	960,644
Total equity instruments at fair value through other comprehensive income	¥ 5,817,261	¥ 4,548,608
Total investment securities	¥30,149,837	¥27,595,598

## Designation of equity instruments as at fair value through other comprehensive income

The Group designates equity instruments, which are issued by its customers and not held for trading, as at fair value through other comprehensive income. Those equity instruments are held to establish, maintain, and strengthen business ties with those customers. Equity instruments at fair value through other comprehensive income at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Listed .....	¥4,585,440	¥3,581,167
Unlisted .....	1,231,821	967,441
Total equity instruments at fair value through other comprehensive income .....	<u>¥5,817,261</u>	<u>¥4,548,608</u>

The investments in the listed equity instruments at fair value through other comprehensive income at March 31, 2024 and 2023 mainly consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
TOYOTA MOTOR CORPORATION .....	¥ 738,198	¥ 365,984
Ares Management Corporation .....	339,181	187,804
DAIKIN INDUSTRIES, LTD. ....	164,800	201,068
Jefferies Financial Group Inc. ....	140,147	44,505
SBI Holdings, Inc. ....	106,677	70,848
Kotak Mahindra Bank Limited .....	106,002	92,645
MITSUI & CO., LTD. ....	91,195	52,823
KUBOTA CORPORATION .....	85,838	71,976
Sumitomo Realty & Development Co., Ltd. ....	68,242	35,104
Seven & i Holdings Co., Ltd. ....	65,078	58,755
ITOCHU Corporation .....	64,660	62,509
DAIWA HOUSE INDUSTRY CO., LTD. ....	58,383	45,170
Murata Manufacturing Co., Ltd. ....	57,835	54,886
East Japan Railway Company .....	53,947	50,208
Mitsui Fudosan Co., Ltd. ....	51,949	29,179
ASICS Corporation .....	49,741	25,548
Japan Exchange Group, Inc. ....	49,317	24,807
NIPPON STEEL CORPORATION .....	48,008	40,836
Central Japan Railway Company .....	46,914	41,150
DAIICHI SANKYO COMPANY, LIMITED .....	43,936	66,048
TOYOTA TSUSHO CORPORATION .....	43,622	23,883
Mitsui O.S.K. Lines, Ltd. ....	41,490	29,790
SG HOLDINGS CO., LTD. ....	39,487	40,670
Sanrio Company, Ltd. ....	37,263	24,150
NIDEC CORPORATION .....	37,178	41,515
Tokyo Electric Power Company Holdings, Incorporated .....	33,916	16,994
ESR Group Limited .....	33,170	49,130
MINEBEA MITSUMI Inc. ....	30,170	25,671
BRIDGESTONE CORPORATION .....	29,952	48,303
Sanwa Holdings Corporation .....	29,592	15,629
West Japan Railway Company .....	28,108	24,447
DAIFUKU CO., LTD. ....	27,421	22,429

	At March 31,	
	2024	2023
	(In millions)	
FUJIFILM Holdings Corporation	27,403	55,448
Shionogi & Co., Ltd.	24,934	27,466
Makita Corporation	24,768	19,026
KAJIMA CORPORATION	24,331	13,733
GMO Payment Gateway, Inc.	24,115	28,468
ASAHI KASEI CORPORATION	23,802	23,533
Chubu Electric Power Company, Incorporated	22,292	15,680
Stanley Electric Co., Ltd.	20,880	23,499
TBS HOLDINGS, INC.	20,722	9,056
KOITO MANUFACTURING CO., LTD.	20,696	27,213
Fujikura Ltd.	19,270	7,935
Mazda Motor Corporation	17,891	12,485
TORAY INDUSTRIES, INC.	17,779	18,170
SHIMANO INC.	17,320	22,840
The Kansai Electric Power Company, Incorporated	17,095	12,266
TOYO SUISAN KAISHA, LTD.	16,687	9,775
Sekisui House, Ltd.	16,134	16,265
Idemitsu Kosan Co., Ltd.	16,076	11,931
Oji Holdings Corporation	15,151	16,594
NISSIN FOODS HOLDINGS CO., LTD.	13,318	12,821
OMRON Corporation	11,852	16,881
Sumitomo Metal Mining Co., Ltd.	10,551	15,148
Asahi Group Holdings, Ltd.	—	39,530
TAISHO PHARMACEUTICAL HOLDINGS CO., LTD.	—	22,240
Others	1,320,956	1,118,700
Total listed equity instruments at fair value through other comprehensive income	<u>¥4,585,440</u>	<u>¥3,581,167</u>

#### Disposal of equity instruments at fair value through other comprehensive income

The Group sold equity instruments measured at fair value through other comprehensive income mainly in order to mitigate the impact of share price fluctuations on the Group's financial base. The fair value of the equity instruments measured at fair value through other comprehensive income at the date of derecognition and the cumulative gain on disposal for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Fair value of the equity instruments at fair value through other comprehensive income at the date of derecognition	¥421,644	¥205,216
Cumulative gain on disposal	276,166	142,305

The Group transferred the cumulative gain or loss related to the equity instruments that were derecognized or whose significant fair value decline reduced income tax expense for the current reporting period from "Other reserves" to "Retained earnings." The transferred amounts were ¥191,127 million and ¥112,235 million for the fiscal years ended March 31, 2024 and 2023, respectively.

## 10 LOANS AND ADVANCES

The following tables present loans and advances at March 31, 2024 and 2023.

	At March 31, 2024			
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
<b>Loans and advances at amortized cost:</b>				
Gross loans and advances . . . . .	¥118,405,545	¥ 3,442,131	¥ 1,338,444	¥123,186,120
Adjust: Unearned income, unamortized premiums—net and deferred loan fees— net . . . . .				(490,655)
Less: Allowance for loan losses . . . . .	(196,325)	(257,542)	(525,133)	(979,000)
Carrying amount . . . . .				¥121,716,465
At March 31, 2023				
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
<b>Loans and advances at amortized cost:</b>				
Gross loans and advances . . . . .	¥108,254,496	¥ 3,718,669	¥ 1,170,662	¥113,143,827
Adjust: Unearned income, unamortized premiums—net and deferred loan fees— net . . . . .				(388,579)
Less: Allowance for loan losses . . . . .	(187,455)	(240,494)	(436,165)	(864,114)
Carrying amount . . . . .				¥111,891,134

For additional information on loans and advances and allowance for loan losses at March 31, 2024 and 2023, refer to Note 46 “Financial Risk Management.”

## 11 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

The following table presents the Group's principal associates and joint venture at March 31, 2024. Investments in associates and joint ventures of the Group are accounted for using the equity method unless they are held for sale.

<u>Company Name</u>	<u>Country of Incorporation</u>	<u>Proportion of Ownership Interest<sup>(1)</sup></u> (%)	<u>Proportion of Voting Rights<sup>(1)</sup></u> (%)	<u>Main Business</u>
<b>Principal Associates</b>				
PayPay Bank Corporation . . . . .	Japan	46.5	46.5	Internet banking
The Bank of East Asia, Limited . . . . .	China	21.7	21.7	Commercial banking
ACLEDA Bank Plc. . . . .	Cambodia	18.0	18.0	Commercial banking
Vietnam Prosperity Joint-Stock Commercial Bank . . . . .	Vietnam	15.0	15.0	Commercial banking
Rizal Commercial Banking Corporation . . .	Philippines	20.0	20.0	Commercial banking
Sumitomo Mitsui Auto Service Company, Limited . . . . .	Japan	26.1	26.1	Leasing
SMBC Aviation Capital Limited . . . . .	Ireland	32.0	32.0	Leasing
POCKET CARD CO., LTD. . . . .	Japan	20.0	20.0	Credit card
VPBank SMBC Finance Company Limited . . . . .	Vietnam	49.0	49.0	Consumer lending
SAKURA KCS Corporation . . . . .	Japan	29.7	29.7	System engineering and data processing
JSOL Corporation . . . . .	Japan	50.0	50.0	System development and data processing
Sakura Information Systems Co., Ltd. . . . .	Japan	49.0	49.0	System engineering and data processing
China Post & Capital Fund Management Co., Ltd. . . . .	China	23.6	23.6	Investment management, and investment advisory and agency
<b>Principal Joint Venture</b>				
Sumitomo Mitsui Finance and Leasing Company, Limited . . . . .	Japan	50.0	50.0	Leasing

(1) Percentages of proportion of ownership interest and proportion of voting rights have been truncated.

The Group accounts for certain investees, including ACLEDA Bank Plc. and Vietnam Prosperity Joint-Stock Commercial Bank, as associates regardless of its below 20% holdings of the voting rights to these investees, since the Group has the ability to exercise significant influence over these investees through participation in the policy making process at the meeting of the board of directors, the provision of essential technical information, or other relevant agreements or relationships.

On the other hand, the Group accounts for certain investees as financial assets at fair value through other comprehensive income or financial assets at fair value through profit or loss regardless of its 20% or more holdings of the voting rights to these investees when the Group has contracts or arrangements with other investors by which the Group loses the power to exert significant influence over such investees.



The Group has interests in a number of associates and joint ventures, none of which are regarded as individually material. The following table summarizes, in aggregate, the financial information of all individually immaterial associates and joint ventures that are accounted for using the equity method:

	At and for the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Carrying amount of investments in associates and joint ventures .....	¥ 1,552,645	¥1,141,250
Share of:		
Profit from continuing operations .....	160,370	87,428
Other comprehensive income .....	13,196	30,415
Total comprehensive income .....	173,566	117,843

There are no significant restrictions on the ability of associates or joint ventures to transfer funds to the Group in the form of cash dividends, repayment of loans and advances.

## 12 PROPERTY, PLANT AND EQUIPMENT

The table below shows the changes in property, plant and equipment for the fiscal years ended March 31, 2024 and 2023.

	Assets for rent	Land	Buildings	Right of use assets	Others	Total
	(In millions)					
Cost .....	¥ 608,839	¥491,127	¥ 811,107	¥ 577,603	¥ 428,677	¥ 2,917,353
Accumulated depreciation and impairment losses .....	(173,710)	(5,128)	(458,052)	(202,168)	(315,299)	(1,154,357)
Net carrying amount at April 1, 2022 ....	435,129	485,999	353,055	375,435	113,378	1,762,996
Additions .....	24,586	—	18,193	118,064	52,642	213,485
Acquisition of subsidiaries and businesses .....	—	—	—	—	—	—
Disposals .....	(4,086)	(3,366)	(1,102)	(5,217)	(2,304)	(16,075)
Depreciation .....	(18,869)	—	(22,435)	(89,324)	(23,787)	(154,415)
Impairment losses .....	—	(5,802)	(25,711)	—	(104)	(31,617)
Exchange differences .....	66,397	400	1,174	8,702	5,013	81,686
Others .....	(5,880)	—	6,084	(663)	(23,360)	(23,819)
Net carrying amount .....	497,277	477,231	329,258	406,997	121,478	1,832,241
Cost .....	710,680	487,450	816,038	637,335	447,048	3,098,551
Accumulated depreciation and impairment losses .....	(213,403)	(10,219)	(486,780)	(230,338)	(325,570)	(1,266,310)
Net carrying amount at March 31, 2023 ..	497,277	477,231	329,258	406,997	121,478	1,832,241
Additions .....	17,976	193	25,693	69,738	77,919	191,519
Acquisition of subsidiaries and businesses .....	—	270	93	699	874	1,936
Disposals <sup>(1)</sup> .....	(527,769)	(3,750)	(1,951)	(5,494)	(2,161)	(541,125)
Depreciation .....	(17,311)	—	(24,820)	(88,874)	(24,383)	(155,388)
Impairment losses .....	—	(125)	(3,803)	—	(240)	(4,168)
Exchange differences .....	29,827	714	2,297	12,407	7,263	52,508
Others .....	—	763	8,413	2,273	(41,879)	(30,430)
Net carrying amount .....	—	475,296	335,180	397,746	138,871	1,347,093

	Assets for rent	Land	Buildings	Right of use assets	Others	Total
				(In millions)		
Cost .....	—	484,383	831,805	663,825	479,797	2,459,810
Accumulated depreciation and impairment losses .....	—	(9,087)	(496,625)	(266,079)	(340,926)	(1,112,717)
Net carrying amount at March 31, 2024 .....	¥—	¥475,296	¥ 335,180	¥ 397,746	¥ 138,871	¥ 1,347,093

(1) Disposals include assets for rent owned by SMBC Rail Services LLC, which has no longer been the Company's subsidiary from December 2023.

The impairment losses on property, plant and equipment are included in “Other expenses” in the consolidated income statements.

The Group had ¥4,520 million and ¥1,134 million of contractual commitments to acquire property, plant and equipment at March 31, 2024 and 2023, respectively.

### ***Recognition of impairment losses***

The Group recognized impairment losses of ¥31,617 million for the fiscal year ended March 31, 2023, which principally consists of ¥25,711 million for buildings and ¥5,802 million for lands.

For the fiscal year ended March 31, 2023, some branches were expected to be relocated and become idle in the near future due to our plan to revise our marketing framework, as part of domestic business reform formulated on our new medium-term management plan. As a result, the Group reduced the carrying amount of branches to the recoverable amount, and recognized impairment losses on buildings and lands. The recoverable amount was determined based on the fair value less costs to sell. The fair values were determined based on market values provided by independent valuation appraisers having the appropriate recognized professional qualifications and recent experience in the locations and categories of properties being valued. The fair values were categorized as level 3 of the fair value hierarchy.

## **13 LEASES**

### **As Lessee**

The Group leases land and buildings, office equipment, and other tangible and intangible assets from third parties under lease contracts.

### ***Right of use assets***

The carrying amount of right of use assets at March 31, 2024 and 2023 consisted of the following:

	Net carrying amount		Depreciation	
	At March 31,		For the fiscal year ended March 31,	
	2024	2023	2024	2023
	(In millions)			
Land and buildings .....	¥ 364,112	¥ 380,615	¥ 75,589	¥ 77,407
Other tangible assets <sup>(1)</sup> .....	33,634	26,382	13,285	11,917
Intangible assets <sup>(2)</sup> .....	19,434	6,302	8,057	5,437
Total .....	¥ 417,180	¥ 413,299	¥ 96,931	¥ 94,761

(1) Other tangible assets include mainly office equipment, machinery and vehicles.

(2) Intangible assets include mainly software.

The additions of right of use assets for the fiscal years ended March 31, 2024 and 2023 were ¥91,025 million and ¥123,256 million, respectively. The Group leases mainly land and buildings for its head offices and branches.

### *Lease liabilities*

The maturity analysis of lease liabilities at March 31, 2024 and 2023 were as follows:

	At March 31, 2024	At March 31, 2023
	(In millions)	
Not later than one year . . . . .	¥ 84,555	¥ 76,929
Later than one year and not later than five years . . . . .	196,289	183,516
Later than five years . . . . .	177,791	183,993
Total . . . . .	458,635	444,438
Less: Future interest charges . . . . .	(35,992)	(27,441)
Lease liabilities <sup>(1)</sup> . . . . .	¥ 422,643	¥ 416,997

(1) Lease liabilities is included in “Borrowings” in the consolidated statements of financial position. See Note 19 “Borrowings.”

For the fiscal years ended March 31, 2024 and 2023, ¥5,815 million and ¥3,905 million were recognized as interests on lease liabilities, respectively and ¥100,518 million and ¥94,522 million were recognized as total cash outflow for leases, respectively.

### **As Lessor**

The Group leases assets to third parties under finance leases or operating leases, including machinery, equipment, aircraft, vessels and property.

### *Finance lease receivable*

The maturity analysis of the lease payments receivable, showing the undiscounted lease payments to be received at March 31, 2024 and 2023 were as follows:

	At March 31, 2024			
	Undiscounted lease payments	Unearned finance income	Discounted lease payments <sup>(1)</sup>	Unguaranteed residual values <sup>(1)</sup>
	(In millions)			
Not later than one year . . . . .	¥ 96,610	¥ 15,326	¥ 81,284	¥ 1,470
Later than one year and not later than two years . . . . .	76,635	9,770	66,865	6,349
Later than two years and not later than three years . . . . .	28,625	6,640	21,985	4,743
Later than three years and not later than four years . . . . .	24,469	6,214	18,255	2,534
Later than four years and not later than five years . . . . .	14,577	5,046	9,531	9,268
Later than five years . . . . .	140,279	39,960	100,319	1,952
Total . . . . .	¥ 381,195	¥ 82,956	¥ 298,239	¥ 26,316

At March 31, 2023				
	Undiscounted lease payments	Unearned finance income	Discounted lease payments <sup>(1)</sup>	Unguaranteed residual values <sup>(1)</sup>
	(In millions)			
Not later than one year . . . . .	¥ 38,510	¥ 14,944	¥ 23,566	¥ 862
Later than one year and not later than two years . . . . .	30,015	9,813	20,202	2,413
Later than two years and not later than three years . . . . .	65,669	10,064	55,605	5,975
Later than three years and not later than four years . . . . .	25,616	8,536	17,080	6,111
Later than four years and not later than five years . . . . .	21,687	7,519	14,168	4,158
Later than five years . . . . .	213,275	66,950	146,325	11,446
Total . . . . .	¥ 394,772	¥ 117,826	¥ 276,946	¥ 30,965

(1) Discounted lease payments and unguaranteed residual values are included in “Loans and advances” in the consolidated statements of financial position.

Accumulated allowance for net investment in the lease amounting to ¥890 million and ¥824 million were measured under IFRS 9 at March 31, 2024 and 2023, respectively. For the fiscal years ended March 31, 2024 and 2023, ¥13,487 million and ¥10,427 million were recognized as finance income on net investment in the lease, respectively.

### *Operating lease receivable*

The total amounts of the future minimum lease payments receivable under non-cancellable operating leases at March 31, 2024 and 2023 were as follows:

	At March 31, 2024	At March 31, 2023
	(In millions)	
Not later than one year . . . . .	¥ 202	¥ 35,656
Later than one year and not later than two years . . . . .	202	28,742
Later than two years and not later than three years . . . . .	202	20,763
Later than three years and not later than four years . . . . .	202	14,424
Later than four years and not later than five years . . . . .	202	9,374
Later than five years . . . . .	66	11,056
Total . . . . .	¥ 1,076	¥ 120,015

For the fiscal years ended March 31, 2024 and 2023, ¥37,386 million and ¥39,654 million were recognized as income from operating leases, respectively.

## 14 INTANGIBLE ASSETS

### Goodwill

The table below shows the changes in goodwill by business segment for the fiscal years ended March 31, 2024 and 2023.

	Retail Business Unit	Global Business Unit	Head office account and others	Total
	(In millions)			
Gross amount of goodwill <sup>(1)</sup> . . . . .	¥ 61,952	¥ 4,977	¥ 434,372	¥ 501,301
Accumulated impairment losses <sup>(1)</sup> . . . . .	—	—	(105,022)	(105,022)
Net carrying amount at April 1, 2022 . . . . .	61,952	4,977	329,350	396,279
Transfer of Business Segment <sup>(2)</sup> . . . . .	—	190,986	(190,986)	—
Impairment losses . . . . .	—	—	(126,151)	(126,151)
Exchange differences . . . . .	—	1,413	465	1,878
Net carrying amount . . . . .	61,952	197,376	12,678	272,006
Gross amount of goodwill <sup>(1)</sup> . . . . .	61,952	197,376	55,076	314,404
Accumulated impairment losses <sup>(1)</sup> . . . . .	—	—	(42,398)	(42,398)
Net carrying amount at March 31, 2023 . . . . .	61,952	197,376	12,678	272,006
Acquisitions . . . . .	—	10,986	—	10,986
Exchange differences . . . . .	—	21,572	—	21,572
Net carrying amount . . . . .	61,952	229,934	12,678	304,564
Gross amount of goodwill <sup>(1)</sup> . . . . .	61,952	229,934	55,076	346,962
Accumulated impairment losses <sup>(1)</sup> . . . . .	—	—	(42,398)	(42,398)
Net carrying amount at March 31, 2024 . . . . .	¥ 61,952	¥ 229,934	¥ 12,678	¥ 304,564

(1) The goodwill where all amounts have been impaired is excluded from the gross amount of goodwill and accumulated impairment losses.

(2) The business segment of SMFG India Credit Company Limited and its consolidated subsidiary was changed from the Head office account and others to the Global Business Unit from the beginning of the fiscal year ended March 31, 2023.

The Group has four main business segments: the Wholesale Business Unit, the Retail Business Unit, the Global Business Unit and the Global Markets Business Unit, with the remaining operations recorded in the Head office account and others.

### Impairment testing of goodwill

#### Allocating goodwill to cash-generating units

For the purpose of impairment testing, goodwill is allocated to cash-generating units or group of cash-generating units, which represent the lowest level within the entity at which goodwill is monitored for internal purposes.

At March 31, 2024, the Group allocated goodwill to the Retail Business Unit of SMBC Consumer Finance Co., Ltd. (“SMBC Consumer Finance”) amounting to ¥56,692 million, to the Global Business Unit of SMFG India Credit Company Limited amounting to ¥213,386 million and to the Head office account and others of Sumitomo Mitsui DS Asset Management Company, Limited (“SMDAM”) amounting to ¥12,678 million.

At March 31, 2023, the Group allocated goodwill to the Retail Business Unit of SMBC Consumer Finance amounting to ¥56,692 million, to the Global Business Unit of SMFG India Credit Company Limited amounting to ¥192,165 million and to the Head office account and others of SMDAM amounting to ¥12,678 million.

The aggregate amounts of other goodwill were ¥21,808 million and ¥10,471 million at March 31, 2024 and 2023, respectively, and they were not considered individually significant.

### *Timing of impairment tests*

The Group performs impairment tests at least annually and whenever there is an indication that the cash-generating unit may be impaired.

### *Recoverable amount of cash-generating units*

To determine whether an impairment loss shall be recognized, the carrying amount of a cash-generating unit is compared to its recoverable amount. The recoverable amount of a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

*Fair value less costs to sell:* The fair value less costs to sell is determined using an observable market price in the active market or unobservable inputs for the cash-generating unit at the date of the impairment test.

*Value in use:* The value in use is determined based on discounted future cash flows, which are based on the financial plans which have been approved by management and which are valid when the impairment test is performed. The financial plans are prepared taking into account the current economic and regulatory environment, direction of the regulation and business forecasts of the individual cash-generating units. The Group determined the recoverable amounts of the primary cash-generating units based on the value in use.

The financial plans, which are used to estimate the cash flow projections of the cash-generating units, cover three to five years. The cash flow projections beyond the period covered by the financial plans are extrapolated by applying the appropriate growth rates in perpetuity.

### *Key assumptions used in impairment testing*

The key assumptions used for the value in use calculations for the fiscal years ended March 31, 2024 and 2023 were as follows:

	<b>SMBC Nikko Securities</b>	<b>SMBC Consumer Finance</b>	<b>SMDAM</b>	<b>SMFG India Credit Company Limited</b>
For the fiscal year ended March 31, 2024:				
Pre-tax discount rate .....	— %	8.04%	11.90%	16.80%
Growth rate .....	— %	1.00%	1.80%	8.00%
For the fiscal year ended March 31, 2023:				
Pre-tax discount rate .....	7.90%	8.95%	11.30%	17.60%
Growth rate .....	1.00%	1.00%	1.00%	8.10%

Management considers that the pre-tax discount rates and the growth rates are the most sensitive key assumptions to determine the value in use of the cash-generating units.

*Pre-tax discount rate:* The pre-tax discount rates used to estimate the discounted cash flow of the primary cash-generating units are determined based on the Capital Asset Pricing Model (“CAPM”). The risk-free interest rate, the market risk premium and the beta factor that are used in the CAPM are determined based on market data and other external sources of information. The beta factor is determined based on a respective group of peer companies of the cash-generating units.

*Growth rate:* The growth rates used to estimate the cash flow projections beyond the period covered by the financial plans, which shall cover a maximum period of five years, are determined based on the expected long-term inflation rate and long-term average growth rates for the industries. The growth rate does not exceed the long-term growth rate for the industry in which the cash-generating unit operates.

Management believes that there were no reasonably possible changes in any of the key assumptions that would lead to the recoverable amounts of the cash-generating units being below these carrying amounts for the fiscal years ended March 31, 2024 and 2023.

### ***Recognition of impairment losses***

If the recoverable amount of the cash-generating unit is less than its carrying amount, the carrying amount of the cash-generating unit is reduced to its recoverable amount, and this reduction is recognized as impairment loss of goodwill.

The recoverable amount of SMBC Nikko Securities Inc. (“SMBC Nikko Securities”) was determined based on the value in use. For the fiscal year ended March 31, 2023, the value in use of SMBC Nikko Securities decreased to less than its carrying amount, primarily due to the revision of the business plan in which the principal assumptions were those regarding departmental sales projections and expense plannings. Based on these assumptions, the recoverable amount was ¥111,219 million below the carrying amount of approximately ¥1 trillion. As a result, the Group recognized an impairment loss of ¥109,629 million on the goodwill relating to SMBC Nikko Securities, for the fiscal year ended March 31, 2023.

The impairment losses on goodwill are included in “Other expenses” in the consolidated income statements.

### **Other Intangible Assets**

The table below shows the changes in other intangible assets for the fiscal years ended March 31, 2024 and 2023.

	Internally generated software	Purchased software	Contractual customer relationships	Trademarks	Other intangibles	Total
	(In millions)					
Cost .....	¥841,775	¥ 467,821	¥ 188,183	¥ 56,693	¥110,355	¥ 1,664,827
Accumulated amortization and impairment losses .....	(525,900)	(323,227)	(127,924)	(47,706)	(43,500)	(1,068,257)
Net carrying amount at April 1, 2022 .....	315,875	144,594	60,259	8,987	66,855	596,570
Additions .....	124,596	64,552	—	—	15,166	204,314
Acquisition of subsidiaries and businesses .....	—	—	—	—	—	—
Disposals .....	(819)	(1,389)	—	—	(3,029)	(5,237)
Amortization .....	(90,292)	(52,411)	(13,006)	(621)	(11,591)	(167,921)
Impairment losses .....	(17)	(6,162)	(2,524)	—	(665)	(9,368)
Exchange differences .....	471	1,752	667	417	1,089	4,396
Others .....	2,120	18,675	—	—	(10,527)	10,268
Net carrying amount .....	351,934	169,611	45,396	8,783	57,298	633,022
Cost .....	859,742	511,135	181,499	52,903	89,842	1,695,121
Accumulated amortization and impairment losses .....	(507,808)	(341,524)	(136,103)	(44,120)	(32,544)	(1,062,099)
Net carrying amount at March 31, 2023 .....	351,934	169,611	45,396	8,783	57,298	633,022
Additions .....	155,209	79,349	—	—	29,607	264,165
Acquisition of subsidiaries and businesses .....	—	3,584	—	—	4,094	7,678
Disposals .....	(1,091)	(3,522)	—	—	(1,233)	(5,846)
Amortization .....	(96,503)	(59,194)	(12,339)	(653)	(14,444)	(183,133)
Impairment losses .....	(2)	(928)	—	(8,718)	—	(9,648)
Exchange differences .....	1,150	3,773	1,290	588	1,344	8,145
Others .....	(46)	19,943	—	—	(13,296)	6,601
Net carrying amount .....	410,651	212,616	34,347	—	63,370	720,984



	Internally generated software	Purchased software	Contractual customer relationships	Trademarks	Other intangibles	Total
	(In millions)					
Cost .....	967,957	659,496	177,361	41,828	108,611	1,955,253
Accumulated amortization and impairment losses .....	(557,306)	(446,880)	(143,014)	(41,828)	(45,241)	(1,234,269)
Net carrying amount at March 31, 2024 .....	<u>¥410,651</u>	<u>¥ 212,616</u>	<u>¥ 34,347</u>	<u>¥ —</u>	<u>¥ 63,370</u>	<u>¥ 720,984</u>

The impairment losses on other intangible assets are included in “Other expenses” and the amortization expenses of other intangible assets are included in “General and administrative expenses” in the consolidated income statements.

The Group had ¥1,088 million and ¥631 million of contractual commitments to acquire intangible assets at March 31, 2024 and 2023, respectively.

The amounts of research and development expenditure recognized as expenses for the fiscal years ended March 31, 2024, 2023 and 2022 were nil, nil and ¥35 million, respectively, and they were included in “General and administrative expenses” in the consolidated income statements.

## 15 OTHER ASSETS

Other assets at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Prepaid expenses .....	¥ 146,203	¥ 119,041
Accrued income .....	802,738	577,707
Receivables from brokers, dealers and customers for securities transactions ..	2,491,023	817,020
Cash collateral provided for derivative and other financial transactions .....	2,932,046	3,030,136
Retirement benefit assets .....	542,479	562,144
Security deposits .....	78,746	78,050
Others .....	1,334,707	983,104
Total other assets .....	<u>¥ 8,327,942</u>	<u>¥ 6,167,202</u>

## 16 DEPOSITS

Deposits at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Non-interest-bearing demand deposits .....	¥ 37,539,163	¥ 33,550,063
Interest-bearing demand deposits .....	80,238,685	75,184,412
Deposits at notice .....	13,133,036	14,446,630
Time deposits .....	27,883,639	27,523,697
Negotiable certificates of deposit .....	14,672,276	13,025,556
Others <sup>(1)</sup> .....	8,630,520	9,197,452
Total deposits .....	<u>¥ 182,097,319</u>	<u>¥ 172,927,810</u>

(1) Others include, among other items, foreign currency deposits in domestic offices and Japanese yen accounts held by foreign depositors in domestic offices.

## 17 TRADING LIABILITIES

Trading liabilities at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Debt instruments “short position”	¥ 4,586,755	¥ 3,101,433
Equity instruments “short position”	337,735	189,656
Total trading liabilities	¥ 4,924,490	¥ 3,291,089

Trading liabilities include the instruments classified as held for trading. Trading debt instruments mainly consist of Japanese government bonds. Trading equity instruments mainly consist of publicly traded foreign stocks.

## 18 FINANCIAL LIABILITIES DESIGNATED AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial liabilities designated at fair value through profit or loss at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Borrowings	¥ 248,904	¥ 113,262
Debt securities in issue	249,380	300,844
Total financial liabilities designated at fair value through profit or loss	¥ 498,284	¥ 414,106

The Group applies the fair value option to certain financial liabilities which were issued by the Group’s securities subsidiary. As part of risk management, the Group enters into derivative transactions to offset the profit or loss of financial liabilities containing embedded derivatives, designated at fair value through profit or loss under the fair value option. The carrying amounts of those financial liabilities at March 31, 2024 and 2023 were ¥24,002 million less and ¥51,684 million less than the contractual amounts required to be paid at maturity, respectively. The cumulative profits arising from changes in own credit risk of those financial liabilities were decreased by ¥11,900 million from ¥13,595 million at March 31, 2023 to ¥1,695 million at March 31, 2024.

## 19 BORROWINGS

Borrowings at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Unsubordinated borrowings	¥ 14,356,932	¥ 13,532,217
Subordinated borrowings	159,427	186,218
Liabilities associated with securitization transactions	1,168,156	1,236,369
Lease liabilities	422,643	416,997
Total borrowings	¥ 16,107,158	¥ 15,371,801

## 20 DEBT SECURITIES IN ISSUE

Debt securities in issue at March 31, 2024 and 2023 consisted of the following:

		At March 31,	
	Interest rate	2024	2023
		(In millions)	
SMFG:			
Unsubordinated bonds:			
Unsubordinated bonds, payable in United States dollars, due 2023-2052	0.51%-6.77%	¥ 6,731,140	¥ 5,741,299
Unsubordinated bonds, payable in euros, due 2023-2033	0.30%-4.49%	859,262	721,701
Unsubordinated bonds, payable in Japanese yen, due 2026-2034	0.55%-1.47%	259,606	120,984
Unsubordinated bonds, payable in Australian dollars, due 2024-2028	3.40%-5.60%	115,540	104,673
Unsubordinated bonds, payable in Hong Kong dollars, due 2028	3.54%	5,438	4,833
Subordinated bonds:			
Subordinated bonds, payable in Japanese yen, due 2024-2033	0.47%-1.76%	697,439	571,671
Subordinated bonds, payable in United States dollars, due 2024-2043	2.14%-6.18%	666,755	462,082
Total SMFG		9,335,180	7,727,243
SMBC:			
Commercial paper	2.30%-5.68%	1,549,515	1,292,198
Unsubordinated bonds:			
Unsubordinated bonds, payable in United States dollars, due 2023-2045	3.31%-6.58%	356,558	437,393
Unsubordinated bonds, payable in euros, due 2023	2.75%	—	72,101
Unsubordinated bonds, payable in Australian dollars, due 2023-2027	2.90%-4.79%	15,855	15,109
Unsubordinated bonds, payable in Hong Kong dollars, due 2025	2.92%	14,192	12,423
Unsubordinated bonds, payable in Chinese yuan, due 2023	3.20%	—	19,416
Subordinated bonds:			
Subordinated bonds, payable in Japanese yen, due 2026	2.17%-2.21%	59,998	59,997
Total SMBC		1,996,118	1,908,637
Other subsidiaries:			
Commercial paper	0.00%-5.91%	1,774,890	1,293,691
Unsubordinated bonds:			
Unsubordinated bonds, payable in Japanese yen, due 2023-2050	0.01%-11.10%	106,216	140,582
Unsubordinated bonds, payable in United States dollars, due 2023-2037	0.01%-4.68%	162,395	148,425
Unsubordinated bonds, payable in euros, due 2023-2029	0.01%-3.60%	489,689	583,083
Unsubordinated bonds, payable in Indonesian rupiah, due 2024-2028	6.35%-9.25%	11,204	1,782
Unsubordinated bonds, payable in Australian dollars, due 2023-2028	0.01%-0.75%	313	380
Unsubordinated bonds, payable in Turkish lira, due 2023	5.20%-15.00%	—	177
Unsubordinated bonds, payable in Chinese yuan, due 2023	0.00%	—	18,629
Unsubordinated bonds, payable in Indian rupee, due 2023-2033	5.50%-10.60%	179,079	142,365
Subordinated bonds:			
Subordinated bonds, payable in Japanese yen, due 2028	4.00%-4.15%	20,000	20,000
Total other subsidiaries		2,743,786	2,349,114
Total debt securities in issue		¥14,075,084	¥11,984,994

Interest rates represent the contractual interest rates that were applied at March 31, 2024 and 2023, and thus do not represent the actual effective interest rates.

The following table presents the movement in Subordinated bonds for the fiscal years ended March 31, 2024 and 2023.

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Subordinated bonds at beginning of period <sup>(1)</sup>	¥1,113,750	¥1,003,021
Cash flows:		
Proceeds from issuance of subordinated bonds	274,551	99,984
Non-cash changes:		
Foreign exchange translations	76,999	43,940
Others	(21,108)	(33,195)
Subordinated bonds at end of period <sup>(1)</sup>	¥1,444,192	¥1,113,750

(1) The balances are comprised of subordinated bonds issued by SMFG, SMBC and other subsidiaries.

## 21 PROVISIONS

The following table presents movements by class of provisions for the fiscal years ended March 31, 2024 and 2023.

	Provision for interest repayment	Other provisions	Total
	(In millions)		
Balance at April 1, 2022	¥ 135,123	¥ 92,661	¥ 227,784
Additional provisions	29,000	34,141	63,141
Amounts used	(35,707)	(7,794)	(43,501)
Unused amounts reversed	—	(90)	(90)
Amortization of discount and effect of change in discount rate	(182)	141	(41)
Others	—	51	51
Balance at March 31, 2023	128,234	119,110	247,344
Additional provisions	23,000	14,379	37,379
Amounts used	(29,431)	(8,748)	(38,179)
Unused amounts reversed	—	(14,825)	(14,825)
Amortization of discount and effect of change in discount rate	(939)	156	(783)
Others	—	383	383
Balance at March 31, 2024	¥ 120,864	¥ 110,455	¥ 231,319

### Provision for Interest Repayment

Japan has two laws restricting interest rates on loans. The Interest Rate Restriction Act sets the maximum interest rates on loans ranging from 15% to 20%. The Act Regulating the Receipt of Contributions, Receipt of Deposits and Interest Rates capped the interest rates on loans at 29.2% up to June 2010. Interest rates on loans greater than the range of 15-20% but below the maximum allowable of 29.2% were called “gray zone interest,” and many consumer lending and credit card companies were charging interest in this zone.

In January 2006, judicial decisions strictly interpreted the conditions under which consumer finance companies may retain gray zone interest. As a result, claims for refunds of gray zone interest have increased, and consumer lending and credit card companies have recorded a provision for claims for refunds of gray zone interest.

In December 2006, the Government of Japan made amendments to laws regulating money lenders to implement regulatory reforms affecting the consumer finance industry. As a result, in June 2010, the maximum legal interest rates on loans were reduced to the range of 15-20%, and gray zone interest was abolished.

The provision for interest repayment is calculated by estimating the future claims for the refund of gray zone interest, taking into account historical experience such as the number of customer claims for a refund, the amount of repayments and the characteristics of customers, and the length of the period during which claims are expected to be received in the future. Of these historical experiences, the number of customer claims for a refund has a significant effect on the amount of the provision, and the historical number of customer claims to the Group was 75 thousand, 85 thousand and 91 thousand for the fiscal years ended March 31, 2024, 2023 and 2022, respectively. The timing of the settlement of these claims is uncertain.

The decrease in the provision for interest repayment for the fiscal year ended March 31, 2024 was primarily due to the use of the provision during the year, which was partially offset by additional provisions as a result of the estimation of the future claims for the refund.

## Other Provisions

Other provisions include asset retirement obligations and provisions for loan commitments, reimbursement of deposits, point programs and litigation claims. Most of these provisions occurred in the normal course of business and none of them were individually significant at March 31, 2024 and 2023.

## 22 OTHER LIABILITIES

Other liabilities at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Accrued expenses	¥ 800,357	¥ 569,480
Unearned income	72,969	64,821
Financial guarantees and other credit-related contingent liabilities	39,412	41,234
Due to trust account	1,246,198	1,696,286
Payables to brokers, dealers and customers for securities transactions	3,186,765	1,377,908
Payables related to credit card services	1,329,856	1,068,315
Obligations from factoring transactions	332,018	385,642
Retirement benefit liabilities	39,429	37,021
Guarantee deposits and derivative cash collateral received	1,439,347	1,489,987
Others	2,539,431	1,972,719
Total other liabilities	<u>¥11,025,782</u>	<u>¥ 8,703,413</u>

## 23 DEFERRED INCOME TAX

The changes of net deferred tax assets and liabilities for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
At beginning of period	¥(250,120)	¥(200,299)
Deferred tax benefit (expense)	56,011	(141,365)
Deferred tax relating to other comprehensive income:		
Remeasurements of defined benefit plans reserve	(15,485)	(2,288)
Financial instruments at fair value through other comprehensive income reserve	(417,101)	92,181
Own credit on financial liabilities designated at fair value through profit or loss reserve	3,644	(3,934)
Exchange differences on translating foreign operations reserve	—	860
Acquisition and disposal of subsidiaries and businesses	(50)	—
Exchange differences and others	842	4,725
At end of period	¥(622,259)	¥(250,120)

The deferred tax assets and liabilities at March 31, 2024 and 2023 were attributable to the following items:

	At March 31,	
	2024	2023
	(In millions)	
<b>Deferred tax assets:</b>		
Loans and advances	¥ 479,525	¥ 429,848
Lease liabilities <sup>(1)</sup>	108,270	109,804
Provision for interest repayment	34,185	35,963
Tax losses carried forward	14,493	87,951
Investment securities	10,958	27,207
Retirement benefits	9,633	9,494
Other deductible temporary differences <sup>(1)</sup>	185,708	142,371
Total deferred tax assets <sup>(1)</sup>	842,772	842,638
<b>Deferred tax liabilities:</b>		
Investment securities	1,003,374	547,661
Right of use assets <sup>(1)</sup>	108,421	110,339
Derivative financial instruments	91,464	122,161
Retirement benefits	91,220	80,801
Goodwill and intangible assets	17,583	22,700
Lease transactions	5,972	6,840
Property, plant and equipment <sup>(1)</sup>	4,015	91,790
Other taxable temporary differences <sup>(1)</sup>	142,982	110,466
Total deferred tax liabilities <sup>(1)</sup>	1,465,031	1,092,758
Net deferred tax assets (liabilities) <sup>(2)</sup>	¥ (622,259)	¥ (250,120)

(1) Comparative information has been restated to reflect the adoption of “Deferred Tax related to Assets and Liabilities arising from a Single Transaction, Amendments to IAS 12.”

(2) Deferred tax assets and deferred tax liabilities are offset in the consolidated statements of financial position if the entity has a legally enforceable right to set off current tax assets against current tax liabilities, and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

The Company has adopted the group aggregation system in Japan. Under the group aggregation system, each company consisting of the parent company and its wholly owned domestic subsidiaries (an “aggregation group”) individually files its own tax return, while aggregating the taxable profits or losses on an aggregation group basis. In that aggregation, any unused tax losses carried forward, except for certain specified tax losses carried forward, by one company could be used by another company within the aggregation group for Japanese national corporation tax purposes. Therefore, the deferred tax assets relating to deductible temporary differences and tax losses carried forward were recognized on an aggregation group basis, but only to the extent that it was probable that the aggregation group’s future taxable profits would be available against which the deductible temporary differences and tax losses carried forward could be utilized.

The deferred tax assets of the Company and its wholly owned domestic subsidiaries, which adopted the group aggregation system, consisted mainly of those for loans and advances. The deferred tax assets for loans and advances were generally related to the accumulated losses from the impairment of these assets which would be deductible for tax purposes in future periods. The Company and its wholly owned domestic subsidiaries consider that most of the deductible temporary differences will be able to be used based mainly on future taxable profits on a consolidated basis. The future taxable profits are estimated based on forecasted results of operations, which reflect historical financial performance and the business plans that management believes to be prudent and feasible. In the Company’s other subsidiaries, deferred tax assets relating to deductible temporary differences are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. No deferred tax assets were recognized in certain subsidiaries of the Company for the deductible temporary differences estimated not to be realized, or for the tax losses carried forward projected to expire due to the uncertainty of sufficient future taxable profit.

The following table shows the amounts of deductible temporary differences and tax losses carried forward by expiration date at March 31, 2024 and 2023 for which no deferred tax assets were recognized.

	At March 31,	
	2024	2023
	(In millions)	
Deductible temporary differences . . . . .	¥249,254	¥286,126
Tax losses carried forward which will expire in 1 year . . . . .	17,910	18,345
2 years . . . . .	13,539	19,518
3 years . . . . .	34,740	14,944
4 years . . . . .	2,540	51,766
5 years . . . . .	140,072	4,347
6 years . . . . .	47,298	137,196
7 years . . . . .	41,376	46,489
8 years . . . . .	40,738	41,879
9 years . . . . .	34,344	40,620
10 years and thereafter . . . . .	56,634	42,003
Total deductible temporary differences and tax losses carried forward <sup>(1)</sup> . . . . .	¥678,445	¥703,233

(1) Under the group aggregation system, the Company and its wholly owned domestic subsidiaries recognized deferred tax assets relating to deductible temporary differences and tax losses carried forward on a consolidated basis for Japanese national corporation tax purposes and on a stand-alone basis for Japanese local corporation tax purposes. There are deductible temporary differences and tax losses carried forward on which deferred tax assets are recognized for Japanese national corporation tax purposes, but on which no deferred tax assets are recognized for Japanese local corporation tax purposes. These deductible temporary differences and tax losses carried forward amounted to ¥221,489 million and ¥243,822 million at March 31, 2024 and 2023, respectively.

In addition to the above table, the Group does not recognize deferred tax assets for deductible temporary differences related to investments in subsidiaries, associates and joint ventures where the Company has no intention to reverse these differences in the foreseeable future. The amount of those deductible temporary differences was ¥476 billion and ¥416 billion at March 31, 2024 and 2023, respectively.



At March 31, 2024 and 2023, the taxable temporary differences associated with investments in subsidiaries, associates and joint ventures for which deferred tax liabilities had not been recognized amounted to ¥6,452 billion and ¥4,171 billion, respectively. The Company can control the timing of reversal of the temporary differences and it is probable that they will not be reversed in the foreseeable future.

Deferred tax benefit and expense for the fiscal years ended March 31, 2024 and 2023 were attributable to the following temporary differences and tax losses carried forward:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Property, plant and equipment <sup>(1)</sup> . . . . .	¥ 91,002	¥ (8,521)
Tax losses carried forward . . . . .	(78,217)	2,861
Investment securities . . . . .	(54,760)	7,708
Derivative financial instruments . . . . .	37,699	(108,466)
Loans and advances . . . . .	28,514	(32,339)
Goodwill and intangible assets . . . . .	6,634	33,248
Retirement benefits . . . . .	5,350	125
Right of use assets <sup>(1)</sup> . . . . .	4,539	(8,924)
Lease liabilities <sup>(1)</sup> . . . . .	(4,254)	9,156
Provision for interest repayment . . . . .	(1,778)	(1,862)
Lease transactions . . . . .	1,450	539
Other temporary differences—net <sup>(1)</sup> . . . . .	19,832	(34,890)
Total deferred tax benefit (expense) . . . . .	¥ 56,011	¥(141,365)

(1) Comparative information has been restated to reflect the adoption of “Deferred Tax related to Assets and Liabilities arising from a Single Transaction, Amendments to IAS 12.”

## 24 RETIREMENT BENEFITS

### Defined Benefit Plans

SMBC and some of the Company’s other subsidiaries have various defined benefit plans such as defined benefit pension plans and lump-sum severance indemnity plans, which define the amount of benefits that an employee will receive on or after retirement, usually based on one or more factors, such as age, years of service, compensation, classes and earned points based on service.

SMBC’s defined benefit plans account for the vast majority of the defined benefit obligations and plan assets in the Group. SMBC has a corporate defined benefit pension plan and a lump-sum severance indemnity plan.

#### *Defined benefit pension plans*

SMBC’s corporate defined benefit pension plan is a funded defined benefit pension plan, which is regulated by the Corporate Defined Benefit Pension Plan Law, one of the Japanese pension laws. Benefits are paid in exchange for services rendered by employees who worked for more than a specified period considering their years of service and the degree of their contribution to SMBC.

SMBC’s pension fund is a special entity established in accordance with the pension laws, and SMBC has an obligation to make contributions to it. It has a board of directors which consists of an equal number of members elected from both the management and employees of SMBC. These board members have a fiduciary duty to administer and manage the pension fund.

The objective of SMBC's pension fund is to earn a return over the long term which is sufficient to pay future benefits to participants of the corporate defined benefit pension plan, including pension benefit plans, lump-sum indemnity plans for bereaved families, and other lump sum indemnity plans. To achieve this, SMBC's pension fund annually sets investment guidelines including asset allocation composed of equities, bonds and other appropriate financial assets according to the funding status. Investment decisions for its assets are made in accordance with these guidelines.

The Corporate Defined Benefit Pension Plan Law requires a pension fund to review the assumptions and remeasure the required contribution at least every fifth fiscal year, in order to ensure that it maintains sufficient assets for future benefit payments. On the other hand, the present value of the defined benefit obligation is calculated annually based on actuarial valuations that are dependent upon a number of assumptions, including discount rates, mortality rates and future salary (benefit) increases, in accordance with IAS 19 "Employee Benefits." Other types of defined benefit pension plans operated by the Group are generally established and operated in the same manner as described above.

### *Lump-sum severance indemnity plans*

SMBC and some of the Company's other subsidiaries have lump-sum severance indemnity plans under which their employees are provided with lump-sum cash payments upon leaving the company. While funding of these plans is not required under Japanese pension laws, some of these plans are funded with assets held by retirement benefit trusts.

SMBC and a number of the Company's other subsidiaries in Japan established retirement benefit trusts and contributed some of their marketable securities to these trusts in order to isolate these assets for retirement benefits by entering into contracts with trust banks. Retirement benefit trusts are voluntary funds that are used either to contribute assets to the pension funds or to directly settle retirement benefits. Among the Group, retirement benefit trusts are set up for the defined benefit pension plans, as well as for the lump-sum severance indemnity plans.

The assets belonging to the retirement benefit trusts are available to be used only to pay or fund retirement benefits, and practically held by an entity that is legally separated from the Group. Therefore, they are not available to the Group's creditors even in bankruptcy and cannot be returned to the Group, unless either the remaining assets are sufficient to meet all the related obligations or the entities (funds) reimburse to the Group the retirement benefits which are already paid by the Group. Therefore, these assets are accounted for as plan assets.

The following tables provide detailed information for the defined benefit plans.

The amounts of the retirement benefit liabilities and the retirement benefit assets recognized in the consolidated statements of financial position at March 31, 2024 and 2023 were determined as follows:

	At March 31,	
	2024	2023
	(In millions)	
Present value of unfunded obligations .....	¥ (32,007)	¥ (32,531)
Present value of funded obligations .....	(954,803)	(995,908)
Fair value of plan assets .....	1,820,599	1,663,637
Net retirement benefit assets (liabilities) before the asset ceiling .....	¥ 833,789	¥ 635,198
Effect of the asset ceiling .....	330,739	110,075
Net retirement benefit assets (liabilities) .....	¥ 503,050	¥ 525,123
Of which retirement benefit liabilities included in "Other liabilities" .....	¥ (39,429)	¥ (37,021)
Of which retirement benefit assets included in "Other assets" .....	¥ 542,479	¥ 562,144

The movements in the defined benefit obligations for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
At beginning of period	¥1,028,439	¥1,116,130
Current service cost	26,431	30,761
Interest cost	12,670	8,782
Actuarial losses (gains)—demographic assumptions	8,411	(465)
Actuarial losses (gains)—financial assumptions	(38,198)	(61,402)
Actuarial losses (gains)—experience	1,979	517
Benefits paid	(43,800)	(43,135)
Lump-sum payments	(17,048)	(16,004)
Past service cost	(20)	(4,077)
Others	7,946	(2,668)
At end of period	¥ 986,810	¥1,028,439

The movements in the fair value of plan assets for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
At beginning of period	¥1,663,637	¥1,642,554
Interest income	20,160	12,760
Return on plan assets excluding interest income	233,465	38,081
Contributions by employer	12,739	12,775
Benefits paid	(43,800)	(43,135)
Others	(65,602)	602
At end of period	¥1,820,599	¥1,663,637

The movements in the effect of the asset ceiling for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
At beginning of period	¥ 110,075	¥ 17,928
Interest cost	1,277	133
Change in the asset ceiling	219,387	92,014
At end of period	¥ 330,739	¥ 110,075

The amounts recognized in “General and administrative expenses” in the consolidated income statements for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Current service cost .....	¥ 26,431	¥ 30,761	¥ 30,658
Net interest cost .....	(6,213)	(3,845)	(2,843)
Past service cost .....	(20)	(4,077)	7,175
Total .....	¥ 20,198	¥ 22,839	¥ 34,990

The plan assets at March 31, 2024 and 2023 were composed as follows:

	At March 31,					
	2024			2023		
	Quoted in active markets	Other	Total	Quoted in active markets	Other	Total
	(In millions)					
Plan assets retained in the pension funds:						
Equity instruments .....	¥185,613	¥ 168,885	¥ 354,498	¥ 195,852	¥131,315	¥ 327,167
Debt instruments .....	8,306	219,060	227,366	16,857	214,122	230,979
General account of life insurance companies .....	148	41,768	41,916	—	41,595	41,595
Other investments and short-term assets .....	16,756	577,056	593,812	42,810	417,427	460,237
Plan assets retained in the retirement benefit trusts:						
Equity instruments .....	579,890	3,065	582,955	511,553	2,253	513,806
Other short-term assets .....	10,595	9,457	20,052	80,668	9,185	89,853
Total .....	¥801,308	¥1,019,291	¥1,820,599	¥ 847,740	¥815,897	¥1,663,637

The assets in the pension funds included common stocks issued by the Group at March 31, 2024 and 2023. The amounts of these stocks were not significant.

The assets in retirement benefit trusts were primarily composed of Japanese equity instruments. Most of the plan assets held by the Group are invested in Japanese equity and debt instruments. Accordingly, the Group may be exposed to market risk arising from the domestic markets.

The Group retained the voting rights of some of these equity instruments with fair values of ¥572,801 million and ¥504,452 million (31.5% and 30.3% of the total fair values of plan assets) at March 31, 2024 and 2023, respectively.

The principal actuarial assumptions used at March 31, 2024, 2023 and 2022 were as follows:

	At March 31,		
	2024	2023	2022
Discount rates .....	1.5%	1.2%	0.8%

Discount rates are weighted on the basis of the defined benefit obligations.

The assumptions for future mortality are based on the official mortality table generally used for actuarial assumptions in Japan. The current average remaining life expectancy of an individual retiring at age 60 was 24 years for males and 29 years for females under the mortality table used at March 31, 2024, 2023 and 2022.

The sensitivity analyses of the effect of changes in key assumptions on the defined benefit obligations at March 31, 2024 and 2023 were as follows:

		At March 31,	
		2024	2023
		Increase/(decrease)	Increase/(decrease)
		(In millions)	
Discount rates:			
Increase by 50 bps	¥	(50,300)	¥ (54,832)
Decrease by 50 bps		56,389	61,585
Average life expectancy at age 60:			
Increase of one year	¥	28,296	¥ 30,466

Each increase and decrease in the table above assumes that only one assumption is changed, with all other assumptions remaining unchanged. In practice, however, changes in multiple assumptions may occur in a mutually interrelated manner.

The weighted average durations of defined benefit plans for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

		At March 31,		
		2024	2023	2022
		(Years)		
Lump-sum severance indemnity plans		12.0	11.3	12.7
Defined benefit pension plans		16.4	15.6	18.4

### ***Funding Policy for Plan Assets***

The pension funds review the funding status of plan assets every year. If any funding deficit is identified, a measure to cover such deficit will be implemented, for example, by increasing the amount of contributions by the employer.

### ***Expected contribution***

Expected contributions to the defined benefit plans for the fiscal year ending March 31, 2025 are ¥12,914 million.

### **Defined Contribution Plans**

SMBC and some of the Company's other subsidiaries provide defined contribution plans. The amounts recognized as expenses for the defined contribution plans were ¥14,579 million, ¥13,166 million and ¥11,997 million for the fiscal years ended March 31, 2024, 2023 and 2022, respectively, which were included in "General and administrative expenses" in the consolidated income statements.

### **Employees' Pension Insurance Plan**

In Japan, the Government of Japan operates the Employees' Pension Insurance Plan which covers most of the private entities' employees. The amounts of contributions charged to expense for the Employees' Pension

Insurance Plan were ¥40,974 million, ¥40,330 million and ¥39,263 million for the fiscal years ended March 31, 2024, 2023 and 2022, respectively, which were included in “General and administrative expenses” in the consolidated income statements.

## 25 SHAREHOLDERS' EQUITY

### Common Stock

The changes in the number of issued shares of common stock and common stock held by the Company during the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,					
	2024		2023		2022	
	Outstanding	In treasury	Outstanding	In treasury	Outstanding	In treasury
At beginning of period . . . .	1,374,691,194	30,070,650	1,374,362,102	3,542,321	1,374,040,061	3,612,302
Net change . . . . .	(37,162,110)	(6,482,784)	329,092	26,528,329	322,041	(69,981)
At end of period . . . . .	<u>1,337,529,084</u>	<u>23,587,866</u>	<u>1,374,691,194</u>	<u>30,070,650</u>	<u>1,374,362,102</u>	<u>3,542,321</u>

The total number of authorized shares of common stock was 3,000 million at March 31, 2024 and 2023 with no stated value. All issued shares are fully paid. The details of the stock options and the restricted shares outstanding are described in Note 40 “Share-Based Payment.”

### *Repurchase and cancellation of own shares*

On November 12, 2021, the Company’s board of directors resolved to repurchase shares of its common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 33,000,000 shares of its common stock and (ii) an aggregate of ¥100 billion between November 15, 2021 and November 11, 2022. However, its share repurchases were suspended during periods in which it may have been deemed to hold material non-public information. As a result, the repurchase period beginning November 15, 2021 ended without any repurchase of shares.

Simultaneously, the Company announced that the board of directors resolved to repurchase shares of its common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 61,000,000 shares of its common stock and (ii) an aggregate of ¥200 billion between November 15, 2022 and May 31, 2023. During the fiscal year ended March 31, 2023, pursuant to the resolution, the Company repurchased 26,619,000 shares of its common stock for ¥139 billion in aggregate. On May 31, 2023, the Company completed the repurchase pursuant to the resolution, acquiring 37,640,000 shares of its common stock for ¥200 billion in aggregate. The Company cancelled all of the repurchased shares on June 20, 2023.

On November 14, 2023, the Company’s board of directors resolved to repurchase shares of its common stock and cancel all the repurchased shares.

The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 26,000,000 shares of its common stock and (ii) an aggregate of ¥150 billion between November 15, 2023 and March 31, 2024. On March 22, 2024, the Company completed the repurchase pursuant to the resolution, acquiring 20,132,000 shares of its common stock for ¥150 billion in aggregate. The Company cancelled all of the repurchased shares on April 15, 2024.

On May 15, 2024, the Company’s board of directors resolved to repurchase shares of its common stock and cancel all the repurchased shares. The resolution authorized the repurchase of up to the lesser of (i) an aggregate of 15,000,000 shares of its common stock and (ii) an aggregate of ¥100 billion between May 16, 2024 and

July 31, 2024. The cancellation of the repurchased shares is scheduled on August 20, 2024. During May 2024, the Company entered into contracts to repurchase 1,309,000 shares of its common stock for ¥13 billion in aggregate.

In addition, on March 27, 2024, the Company announced the introduction of a share-based compensation plan for employees of SMBC. The plan is an incentive scheme that establishes an Employee Stock Ownership Plan (“ESOP”) trust which is funded by cash contributed by SMBC (via SMFG). The shares of the Company’s common stock acquired by the ESOP trust will be granted to SMBC employees upon their retirement based on the number of points earned by each employee. According to the rules of the share-based compensation plan for employees established by SMBC’s board of directors, the number of points granted to employees is linked to their grade and the business performance of SMFG. On May 15, 2024, the Company’s board of directors resolved the detail of the acquisition of its common stock up to an aggregate of 149,000 shares by the ESOP trust between May 23, 2024 and May 31, 2024.

### ***Stock split***

On May 15, 2024, the Company’s board of directors resolved to implement a stock split on its common stock (“stock split”). The resolution authorized that each share of common stock owned by shareholders listed or recorded in the closing register of shareholders on the record date of September 30, 2024 will be split into three shares per share. The effective date of the stock split is October 1, 2024. Due to the stock split, the Company’s board of directors also resolved to propose partial amendments to its articles of incorporation at the 22nd ordinary general meeting of shareholders scheduled for June 27, 2024. The proposed amendments are to increase the total number of authorized shares of common stock in line with the ratio of the stock split.

### **Preferred Stock**

The following table shows the number of shares of preferred stock at March 31, 2024 and 2023.

	At March 31, 2024		At March 31, 2023	
	Authorized	Issued	Authorized	Issued
Type 5 preferred stock .....	167,000	—	167,000	—
Type 7 preferred stock .....	167,000	—	167,000	—
Type 8 preferred stock .....	115,000	—	115,000	—
Type 9 preferred stock .....	115,000	—	115,000	—

All the preferred stocks have no stated value. There was no movement in preferred stock during the fiscal years ended March 31, 2024, 2023 and 2022.

### **Capital Stock, Capital Surplus and Treasury Stock**

“Capital stock” represents share capital under the Companies Act of Japan (“Companies Act”) adjusted by the amount corresponding to the preferred stock which is accounted for as a liability under IFRS. Purchases of treasury stock are recognized at cost in “Treasury stock.” Any additional paid-in capital, net gains or losses on the sales of treasury stock, and other changes in equity resulting from transactions with shareholders except for dividends are included in “Capital surplus.”

### **Restriction on the Payment of Dividends**

The amount of the capital surplus and retained earnings of the Company that can be paid out as dividends is subject to restrictions under the Companies Act. These amounts are calculated based on the Company’s nonconsolidated statement of financial position prepared in accordance with Japanese GAAP. Therefore, the adjustments made to prepare the IFRS consolidated financial statements have no impact on the calculation. The total amount that the Company can pay out as a dividend was ¥2,145 billion at March 31, 2024.



Other than the restriction by the Companies Act, the Company is required to maintain a risk-weighted capital ratio as per the Banking Act of Japan (“Banking Act”). The detail of the restriction is described in Note 46 “Financial Risk Management.” Therefore, the Company would not be able to pay a dividend if the ratio were to fall below the minimum amount as a result of the payment of the dividends.

Since the Company is a holding company, its earnings rely mostly on dividend income from SMBC, and the Company’s other subsidiaries and associates. SMBC is subject to some restrictions on its dividend payment by the Companies Act and the Banking Act, similar to those applied to the Company’s.

## Other Reserves

### *Remeasurements of defined benefit plans reserve*

Remeasurements of the defined benefit plans reserve includes the accumulated actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions, and return on plan assets excluding interest income.

The movements of remeasurements of the defined benefit plans reserve for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
At beginning of period . . . . .	¥ 159,584	¥ 197,310	¥ 214,411
Gains (losses) arising during the period, before tax . . . . .	50,358	7,417	33,081
Income tax (expense) benefit for changes arising during the period . . .	(15,485)	(2,288)	(10,027)
Amount attributable to non-controlling interests . . . . .	44	(9)	31
Share of other comprehensive income (loss) of associates and joint ventures . . . . .	609	33	911
Transfer from other reserves to retained earnings . . . . .	(35,386)	(42,879)	(41,097)
At end of period . . . . .	<u>¥ 159,724</u>	<u>¥ 159,584</u>	<u>¥ 197,310</u>

### *Financial instruments at fair value through other comprehensive income reserve*

The financial instruments at fair value through other comprehensive income (“FVOCI”) reserve includes the accumulated gains and losses of debt instruments measured at FVOCI and equity instruments measured at FVOCI under IFRS 9. The accumulated gains and losses related to debt instruments measured at FVOCI are reclassified to profit or loss when the assets are derecognized or impaired. The accumulated gains and losses related to equity instruments measured at FVOCI are transferred to retained earnings when the assets are derecognized. In addition, when the decline in the fair value of an equity instrument measured at FVOCI is above the threshold to qualify for a tax deduction, the accumulated losses related to the equity instrument are transferred to retained earnings.

The movements of the financial instruments at FVOCI reserve for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
		(In millions)	
At beginning of period . . . . .	¥1,575,193	¥1,808,222	¥2,106,255
Gains (losses) arising during the period, before tax . . . . .	1,506,580	(264,309)	(410,631)
Income tax (expense) benefit for changes arising during the period . . .	(454,951)	81,384	125,617
Reclassification adjustments for (gains) losses included in net profit, before tax . . . . .	110,509	94,803	113,334
Income tax (expense) benefit for reclassification adjustments . . . . .	(33,994)	(29,040)	(34,705)
Amount attributable to non-controlling interests . . . . .	(106)	15	3
Share of other comprehensive income (loss) of associates and joint ventures . . . . .	8,578	(3,980)	(1,746)
Transfer from other reserves to retained earnings . . . . .	(204,534)	(111,902)	(89,905)
At end of period . . . . .	<u>¥2,507,275</u>	<u>¥1,575,193</u>	<u>¥1,808,222</u>

***Own credit on financial liabilities designated at fair value through profit or loss reserve***

The own credit on financial liabilities designated at fair value through profit or loss (“FVPL”) reserve includes the accumulated gains and losses arising from changes in fair value that is attributable to changes in own credit risk of financial liabilities designated at FVPL.

The movements of own credit on financial liabilities designated at fair value through profit or loss reserve for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
		(In millions)	
At beginning of period . . . . .	¥ 9,433	¥ 520	¥ (3,455)
Gains (losses) arising during the period, before tax . . . . .	(11,900)	12,847	5,729
Income tax (expense) benefit for changes arising during the period . . .	3,644	(3,934)	(1,754)
At end of period . . . . .	<u>¥ 1,177</u>	<u>¥ 9,433</u>	<u>¥ 520</u>

***Exchange differences on translating foreign operations reserve***

Exchange differences on translating foreign operations reserve includes foreign exchange differences arising from the translation of the net assets of foreign operations from their functional currencies to the Group’s presentation currency, Japanese yen.

The movements of exchange differences on translating the foreign operations reserve for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
At beginning of period . . . . .	¥ 884,790	¥ 540,242	¥ 113,646
Gains (losses) arising during the period, before tax . . . . .	528,441	304,252	404,292
Income tax (expense) benefit for changes arising during the period . . .	(3,447)	2,509	(8,875)
Reclassification adjustments for (gains) losses included in net profit, before tax . . . . .	(11,258)	5,385	192
Income tax (expense) benefit for reclassification adjustments . . . . .	3,447	(1,649)	(59)
Amount attributable to non-controlling interests . . . . .	(3,324)	(311)	(1,624)
Share of other comprehensive income (loss) of associates and joint ventures . . . . .	4,009	34,362	32,670
At end of period . . . . .	<u>¥ 1,402,658</u>	<u>¥ 884,790</u>	<u>¥ 540,242</u>

## 26 EQUITY ATTRIBUTABLE TO OTHER EQUITY INSTRUMENTS HOLDERS

Equity attributable to other equity instruments holders at March 31, 2024 and 2023 consisted of the following:

	At March 31,	
	2024	2023
	(In millions)	
Perpetual subordinated bonds . . . . .	¥1,442,344	¥755,802
Perpetual subordinated borrowings . . . . .	¥ 20,000	¥ 10,000
Total equity attributable to other equity instruments holders . . . . .	<u>¥1,462,344</u>	<u>¥765,802</u>

Equity attributable to other equity instruments holders consists of perpetual subordinated bonds and perpetual subordinated borrowings, which are Basel III-compliant Additional Tier 1 capital instruments, and are classified as equity under IFRS.

The bonds and borrowings bear a fixed rate of interest until the first call date. After the first call date, they will bear a floating rate of interest unless they are redeemed. SMFG may at any time and in its sole discretion, elect to cancel any interest payment. If cancelled, interest payments are non-cumulative and will not increase to compensate for any short-fall in interest payments in any previous year.

These bonds and borrowings are undated, have no final maturity date and may be redeemed at SMFG's option, in whole, but not in part, on the first call date or any interest payment dates thereafter subject to prior confirmation of the Financial Services Agency of Japan ("FSA").

The principal amount of the bonds and borrowings may be written down upon the occurrence of certain trigger events. For example, if the Common Equity Tier 1 capital ratio falls below 5.125% ("Capital Ratio Event"), the principal amount required to fully restore the Common Equity Tier 1 capital ratio above 5.125% will be written down.

The principal amount of the bonds and borrowings which has been written down due to a Capital Ratio Event may be reinstated at SMFG's option, subject to prior confirmation of the FSA that the Common Equity Tier 1 capital ratio remains at a sufficiently high level after giving effect to such reinstatement.

## 27 NET INTEREST INCOME

Net interest income for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Interest income from:</b>			
Deposits with banks	¥ 579,804	¥ 309,704	¥ 20,044
Call loans and bills bought	204,232	75,923	13,898
Reverse repurchase agreements and cash collateral on securities borrowed	204,133	54,693	6,633
Investment securities	493,708	218,011	123,194
Loans and advances	4,462,521	3,037,745	1,583,885
Total interest income	5,944,398	3,696,076	1,747,654
<b>Interest expense from:</b>			
Deposits	2,173,245	1,068,750	101,991
Call money and bills sold	43,821	18,246	1,259
Repurchase agreements and cash collateral on securities lent	764,578	280,945	5,767
Borrowings	197,065	126,122	49,282
Debt securities in issue	740,769	373,313	106,505
Premiums for deposit insurance	26,333	22,915	37,970
Others	107,824	50,715	942
Total interest expense	4,053,635	1,941,006	303,716
Net interest income	¥ 1,890,763	¥ 1,755,070	¥ 1,443,938

## 28 NET FEE AND COMMISSION INCOME

Net fee and commission income for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Fee and commission income from:</b>			
Loans	¥ 160,758	¥ 145,078	¥ 128,583
Credit card business	432,983	380,345	333,109
Guarantees	82,323	71,612	66,199
Securities-related business	196,019	119,403	169,719
Deposits	18,437	18,230	16,302
Remittances and transfers	152,121	146,507	139,122
Safe deposits	4,321	4,228	4,025
Trust fees	8,195	6,753	5,940
Investment trusts	166,532	144,940	183,164
Agency	9,538	9,368	8,854
Others	238,620	216,270	193,208
Total fee and commission income	1,469,847	1,262,734	1,248,225
<b>Fee and commission expense from:</b>			
Remittances and transfers	30,197	28,885	32,604
Others	203,518	194,035	177,158
Total fee and commission expense	233,715	222,920	209,762
Net fee and commission income	¥ 1,236,132	¥ 1,039,814	¥ 1,038,463

Fee and commission income can be mainly disaggregated into loans, credit card business, securities-related business, remittances and transfers and investment trusts by types of services. Loan transaction fees principally arise in the Wholesale Business Unit and the Global Business Unit. Fees obtained through the credit card business principally arise in the Retail Business Unit. Fees obtained through the securities-related business principally arise in the Wholesale Business Unit, the Retail Business Unit and the Global Business Unit. Remittance and transfer fees principally arise in the Wholesale Business Unit, the Retail Business Unit and the Global Business Unit. Fees and commissions obtained through investment trusts principally arise in the Retail Business Unit and Head office account and others, which include the investment advisory and investment trust management businesses.

## 29 NET TRADING INCOME

Net trading income for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Interest rate .....	¥ 179,954	¥ 351,815	¥ 74,828
Foreign exchange .....	148,064	317,203	186,146
Equity .....	26,626	(40,691)	22,216
Credit .....	(4,668)	(3,902)	(1,812)
Others .....	(456)	1,618	(1,039)
Total net trading income .....	<u>¥ 349,520</u>	<u>¥ 626,043</u>	<u>¥ 280,339</u>

Net trading income is presented primarily by instrument type. It includes income and losses from trading assets and liabilities, and derivative financial instruments.

## 30 NET INCOME FROM FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

Net income from financial assets and liabilities at fair value through profit or loss for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Net income from financial assets mandatorily at fair value through profit or loss:			
Net income from debt instruments .....	¥ 328,657	¥ 115,291	¥ 156,792
Net income from equity instruments .....	6,062	1,439	5,025
Net income (loss) from financial liabilities designated at fair value through profit or loss .....	<u>(11,502)</u>	<u>56,581</u>	<u>38,432</u>
Total net income from financial assets and liabilities at fair value through profit or loss .....	<u>¥ 323,217</u>	<u>¥ 173,311</u>	<u>¥ 200,249</u>

### 31 NET INVESTMENT INCOME

Net investment income for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Net loss from disposal of debt instruments . . . . .	¥ (85,823)	¥ (89,150)	¥ (29,546)
Dividend income . . . . .	115,667	104,761	95,290
Total net investment income . . . . .	¥ 29,844	¥ 15,611	¥ 65,744

Dividend income from equity instruments at fair value through other comprehensive income which were derecognized during the fiscal years ended March 31, 2024, 2023 and 2022 were ¥5,015 million, ¥1,150 million and ¥1,805 million, respectively.

### 32 OTHER INCOME

Other income for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Income from operating leases . . . . .	¥ 37,386	¥ 39,654	¥ 32,733
Income related to disposal of assets leased . . . . .	148	—	29
Income related to IT solution services . . . . .	16,025	11,889	11,428
Gains on disposal of property, plant and equipment, and other intangible assets . . . . .	1,213	3,326	1,708
Reversal of impairment losses of investments in associates and joint ventures . . . . .	1,674	22,915	2,059
Gains on step acquisition of subsidiaries . . . . .	1,089	—	—
Others . . . . .	62,062	103,043	60,770
Total other income . . . . .	¥ 119,597	¥ 180,827	¥ 108,727

### 33 IMPAIRMENT CHARGES ON FINANCIAL ASSETS

Impairment charges (reversals) on financial assets for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Loans and advances . . . . .	¥ 222,894	¥ 138,176	¥ 269,060
Loan commitments . . . . .	(13,875)	8,016	9,555
Financial guarantees . . . . .	(3,923)	2,272	1,363
Total impairment charges on financial assets . . . . .	¥ 205,096	¥ 148,464	¥ 279,978

### 34 GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Personnel expenses	¥ 1,028,875	¥ 922,452	¥ 834,512
Depreciation and amortization	276,534	262,702	264,290
Building and maintenance expenses	8,992	7,847	9,979
Supplies expenses	17,101	14,571	15,468
Communication expenses	31,650	31,182	32,839
Publicity and advertising expenses	172,807	143,500	126,090
Taxes and dues	100,428	84,020	82,293
Outsourcing expenses	144,994	123,293	115,157
Office equipment expenses	81,430	70,151	61,503
Others	366,890	305,699	259,490
Total general and administrative expenses	¥ 2,229,701	¥ 1,965,417	¥ 1,801,621

### 35 OTHER EXPENSES

Other expenses for the fiscal years ended March 31, 2024, 2023 and 2022 consisted of the following:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Cost of operating leases	¥ 30,038	¥ 30,281	¥ 22,922
Cost related to disposal of assets leased	224	3,212	301
Cost related to IT solution services and IT systems	109,346	94,071	89,762
Provision for interest repayment	22,061	28,818	31,596
Losses on disposal of property, plant and equipment, and other intangible assets	9,360	6,377	3,856
Impairment losses of property, plant and equipment	4,168	31,617	43,708
Impairment losses of intangible assets	9,648	135,519	55,816
Losses on sales of investments in subsidiaries and associates <sup>(1)</sup>	85,419	8,216	—
Impairment losses of investments in associates and joint ventures <sup>(2)(3)</sup>	93,046	56,461	42,460
Losses on step acquisition of subsidiaries	1,249	—	—
Others	102,298	107,775	78,138
Total other expenses	¥ 466,857	¥ 502,347	¥ 368,559

(1) For the fiscal years ended March 31, 2024, the Group recognized a loss on sales of investments in subsidiaries and associates of ¥ 84,578 million upon sales of its subsidiary, SMBC Rail Services LLC.

(2) For the fiscal years ended March 31, 2024, 2023 and 2022, the Group recognized an impairment loss of ¥18,935 million, ¥33,932 million and ¥42,218 million, respectively, on investments in associates and joint ventures, due to the decline in the stock price of its equity-method associate, The Bank of East Asia, Limited.

(3) For the fiscal year ended March 31, 2024, the Group recognized an impairment loss of ¥64,709 million on investments in associates and joint ventures, VPBank SMBC Finance Company Limited, due to the decline in the recoverable amount as determined by the value in use calculation.



## 36 INCOME TAX EXPENSE

The detail of income tax expense for the fiscal years ended March 31, 2024, 2023 and 2022 was as follows:

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Current tax:</b>			
Charge for period <sup>(1)</sup> . . . . .	¥ 368,050	¥ 184,662	¥ 190,842
<b>Deferred tax:</b>			
Origination and reversal of temporary differences . . . . .	(53,813)	146,130	(25,248)
Change in the write-down of deferred tax assets on the current fiscal year income tax expense . . . . .	(2,198)	(4,765)	(4,205)
Total deferred tax expense (benefit) . . . . .	(56,011)	141,365	(29,453)
Total income tax expense . . . . .	¥ 312,039	¥ 326,027	¥ 161,389

(1) As a result of the adoption of IFRS 9, the current income tax expenses of ¥71,524 million, ¥39,837 million and ¥44,110 million were recognized directly in equity for the fiscal years ended March 31, 2024, 2023 and 2022, respectively.

The following table shows the reconciliations of the effective income tax rates for the fiscal years ended March 31, 2024, 2023 and 2022.

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions, except percentages)		
Profit before tax . . . . .	¥1,207,789	¥1,261,876	¥ 676,464
Income tax expense . . . . .	312,039	326,027	161,389
Effective income tax rate . . . . .	25.8%	25.8%	23.9%
Effective statutory tax rate in Japan <sup>(1)</sup> . . . . .	30.6%	30.6%	30.6%
Tax impact of share of post-tax (profit) loss in associates and joint ventures . . . . .	(4.1%)	(2.1%)	0.5%
Tax impact of impairment losses and reversal of impairment losses for investments in associates and joint ventures—net . . . . .	2.3%	0.8%	(4.5%)
Non-Japanese earnings . . . . .	(1.6%)	(1.3%)	(2.2%)
Nontaxable dividends received . . . . .	(1.1%)	(0.8%)	(1.3%)
Effect of the change in the write-down of deferred tax assets on the current fiscal year income tax expense . . . . .	(0.2%)	(0.4%)	(0.6%)
Tax impact of impairment losses of goodwill . . . . .	—	0.9%	—
Others—net . . . . .	(0.1%)	(1.9%)	1.4%
Effective income tax rate . . . . .	25.8%	25.8%	23.9%

(1) The effective statutory tax rate in Japan for the fiscal year ended March 31, 2024, 2023 and 2022 is the aggregate of the effective corporation tax rate of 23.2%, the effective local corporation tax rate of 2.4%, the effective inhabitant tax rate of 2.4% and the effective enterprise tax rate of 2.6%, all of which are payable by corporate entities on taxable profits under the tax laws in Japan.

In June, 2023, Pillar Two legislation was substantively enacted in Japan and became effective for annual reporting periods beginning on or after April 1, 2024. The Group has reviewed the published Japan legislation alongside the OECD model rules and guidance and has performed an assessment of the expected impact of the new regime. The assessment of the expected impact to Pillar Two income taxes is based on the tax returns, country-by-country reports, and financial statements of the entities within the Group. The result of the assessment indicates that the Pillar Two effective tax rates in most of the jurisdictions where the Group operates exceeds 15% and a limited number of jurisdictions where the effective tax rates are below 15%. The Group does not anticipate a material exposure to Pillar Two income taxes in jurisdictions where the tax rates are below 15%.

### 37 EARNINGS PER SHARE

The following table shows the income and share data used in the basic and diluted earnings per share calculations for the fiscal years ended March 31, 2024, 2023 and 2022.

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions, except number of shares and per share data)		
<b>Basic:</b>			
Profit attributable to shareholders of the Company	¥ 873,346	¥ 911,831	¥ 499,573
Weighted average number of common stock in issue (in thousands of shares)	1,329,026	1,364,770	1,370,738
Basic earnings per share	¥ 657.13	¥ 668.12	¥ 364.46
<b>Diluted:</b>			
Profit attributable to the common shareholders of the Company	¥ 873,346	¥ 911,831	¥ 499,573
Impact of dilutive potential ordinary shares issued by subsidiaries	—	—	—
Net profit used to determine diluted earnings per share	¥ 873,346	¥ 911,831	¥ 499,573
Weighted average number of common stock in issue (in thousands of shares)	1,329,026	1,364,770	1,370,738
Adjustments for stock options (in thousands of shares)	386	463	561
Weighted average number of common stock for diluted earnings per share (in thousands of shares)	1,329,412	1,365,233	1,371,299
Diluted earnings per share	¥ 656.94	¥ 667.89	¥ 364.31

On May 15, 2024, the Company's board of directors resolved to implement a stock split on its common stock as of September 30, 2024, the record date, into three shares, effective as of October 1, 2024. For additional information on the stock split, refer to Note 25 "Shareholders' Equity." Basic earnings per share and diluted earnings per share assuming that the Company conducted the stock split at the beginning of the fiscal year ended March 31, 2024 are 219.04 and 218.98, respectively.

### 38 TRANSFERS OF FINANCIAL ASSETS

In the normal course of business, the Group transfers financial assets mainly through repurchase agreements, securities lending transactions and securitizations. Depending on the nature of the transactions, the transfers may either result in financial assets being derecognized or continuing to be recognized on the consolidated statements of financial position.

Full derecognition occurs when the Group transfers its contractual rights to receive cash flows from financial assets, or retains the contractual rights to receive the cash flows, but assumes a contractual obligation to pay the cash flows to another party, and transfers substantially all the risks and rewards of ownership, including credit risk, prepayment risk and interest rate risk. Derecognition does not occur when the Group retains substantially all the risks and rewards of ownership of the financial assets, where the contractual rights to receive cash flows from the financial assets are transferred, or the rights are retained but obligations to pay the cash flows are assumed.

The following tables show the carrying amounts and fair values of transferred financial assets that did not qualify for derecognition and their associated financial liabilities at March 31, 2024 and 2023:

At March 31, 2024			
	Repurchase agreements and securities lending transactions	Loans and advances	
		Residential mortgages	Corporate loans
		(In millions)	
Carrying amount of assets	¥ 16,074,462	¥ 1,477,854	¥ 994,486
Carrying amount of associated liabilities	12,729,762	1,157,260	933,721
For those liabilities that have recourse only to the transferred assets:			
Fair value of assets	¥ —	¥ 1,574,740	¥ 1,003,126
Fair value of associated liabilities	—	1,159,727	933,721
Net position	¥ —	¥ 415,013	¥ 69,405

At March 31, 2023			
	Repurchase agreements and securities lending transactions	Loans and advances	
		Residential mortgages	Corporate loans
		(In millions)	
Carrying amount of assets	¥ 14,250,991	¥ 1,539,886	¥ 938,289
Carrying amount of associated liabilities	11,094,932	1,208,993	873,240
For those liabilities that have recourse only to the transferred assets:			
Fair value of assets	¥ —	¥ 1,629,544	¥ 942,644
Fair value of associated liabilities	—	1,205,124	873,240
Net position	¥ —	¥ 424,420	¥ 69,404

### Repurchase Agreements and Securities Lending Transactions

The Group lends or sells securities under agreements to repurchase them at a predetermined price on a future date. Since substantially all the risks and rewards of ownership of the securities are retained by the Group, the securities remain on the consolidated statements of financial position and their associated financial liabilities are recorded. The recourse of the counterparties to their associated financial liabilities is not limited to the underlying securities.

### Loans and Advances

The Group transfers its loans and advances, including residential mortgages and corporate loans, mainly to bankruptcy-remote structured entities for securitizations whereby the structured entities issue debt securities to the Group for subordinated tranches and to investors for senior tranches. The investors have only recourse to the underlying financial assets due to their bankruptcy-remoteness. Since the Group retains substantially all the risks and rewards of ownership, the transferred financial assets do not qualify for derecognition. The Group therefore continues to recognize these transferred financial assets as loans and advances, and recognizes their associated financial liabilities arising from issuing debt securities to investors on the consolidated statements of financial position.

### 39 ASSETS PLEDGED AND RECEIVED AS COLLATERAL

#### Assets Pledged

The carrying amounts of assets pledged as collateral at March 31, 2024 and 2023 were as follows:

	At March 31,	
	2024	2023
	(In millions)	
Cash and deposits with banks	¥ 20,979	¥ 28,436
Trading assets	2,893,649	2,631,213
Debt instruments at amortized cost	100,861	94,849
Debt instruments at fair value through other comprehensive income	18,760,610	17,817,319
Equity instruments at fair value through other comprehensive income	9,101	4,512
Loans and advances	12,398,554	12,502,342
Others	3,191,138	3,291,524
Total	<u>¥37,374,892</u>	<u>¥36,370,195</u>

The Group pledges assets as collateral to secure payables under repurchase agreements, securities lending transactions and securitizations, borrowings or for cash settlements, margins on derivative transactions and certain other purposes. These transactions are conducted under terms that are usual and customary to standard contracts.

Loaned securities for which the borrowers have the right to sell or repledge were ¥16,074,462 million and ¥14,260,889 million at March 31, 2024 and 2023, respectively.

For the reserve funds with the Bank of Japan and other reserve deposits for foreign offices maintained by the Group, refer to Note 5 “Cash and Deposits with Banks.”

#### Assets Received as Collateral

Under certain transactions, including reverse repurchase agreements, securities borrowing, and discounting of bills, the Group is permitted to resell or repledge the collateral held in the absence of default by the owner of the collateral. These transactions are conducted under terms that are usual and customary for standard contracts. The fair values of securities and bills accepted as collateral were ¥21,132,963 million and ¥16,259,185 million at March 31, 2024 and 2023, respectively. As to the securities received in the reverse repurchase agreements and securities borrowing transactions, the Group has the obligation to return equivalent securities upon completion of the transactions. The fair values of securities sold or repledged to others were ¥13,379,295 million and ¥10,932,766 million at March 31, 2024 and 2023, respectively.

## 40 SHARE-BASED PAYMENT

### Stock Option Plans

SMFG had introduced compensation-type stock options to directors, corporate auditors, and executive officers of SMFG and SMBC (“SMFG Stock Acquisition Rights”), which served as an incentive for them to further contribute to the equity appreciation and achieve better corporate performance through sharing the benefits and risks of the share price performance with the shareholders. The following table provides an overview of the significant terms and conditions of the stock option plan.

	<u>Title of grantees</u>	<u>Exercise period</u>	<u>Requisite service period</u>	<u>Method of settlement</u>
SMFG Stock Acquisition Rights . . . . .	Directors, corporate auditors and executive officers of SMFG and SMBC	Not exceeding 30 years from the date of allocation of stock acquisition rights <sup>(1)</sup>	One year from the date of the ordinary general meeting of shareholders of SMFG to the closing of the next ordinary general meeting of shareholders of SMFG	Common stock of SMFG

(1) A stock acquisition rights holder can exercise the rights from the day they are relieved of their positions either as a director, a corporate auditor or an executive officer (“Start of Exercise Date”) to 20 years from the Start of Exercise Date.

The number and the weighted average exercise prices of stock options for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,			
	2024		2023	
	<u>Number of options<sup>(1)</sup></u>	<u>Weighted average exercise price</u>	<u>Number of options<sup>(1)</sup></u>	<u>Weighted average exercise price</u>
Outstanding at beginning of period . . . . .	427,800	¥ 1	537,900	¥ 1
Exercised . . . . .	(71,000)	1	(110,100)	1
Outstanding at end of period . . . . .	356,800	¥ 1	427,800	¥ 1
Exercisable at end of period . . . . .	284,300	¥ 1	296,200	¥ 1

(1) Number of options is the number of SMFG’s common stock granted by the exercise of stock options.

In June 2017, SMFG and SMBC resolved to discontinue the issuance of new stock options. Thereafter, SMFG has not issued any new stock options.

The weighted average stock price at the date of exercise was ¥6,474 and ¥4,250 for the fiscal years ended March 31, 2024 and 2023, respectively.

Summarized information about stock options outstanding at March 31, 2024 and 2023 was as follows:

	At March 31,				
	2024			2023	
	<u>Exercise price</u>	<u>Number of options</u>	<u>Remaining contractual lives in years</u>	<u>Number of options</u>	<u>Remaining contractual lives in years</u>
SMFG Stock Acquisition Rights . . . . .	¥ 1	356,800	19.1	427,800	20.1

## Compensation Plans Utilizing Restricted Stock

In July 2017, the SMFG compensation committee resolved to revise the executive compensation policy and to introduce new stock compensation plans that utilize restricted stock.

The plans consist of Stock Compensation Plan I (“Plan I”), which determines remuneration primarily based on the medium-term performance, Stock Compensation Plan II (“Plan II”), which determines remuneration primarily based on the annual performance and Stock Compensation Plan III (“Plan III”), which determines remuneration primarily based on corporate title.

Plan I (medium-term performance share plan) has an evaluation period of three years, corresponding with SMFG’s medium-term management plan. Executives are initially allotted shares of restricted stock equivalent to the monetary amount determined based on the executive’s corporate title. After the completion of the evaluation period, the compensation committee reviews the progress of the medium-term management plan, performance of SMFG’s common stock, and results of customer satisfaction surveys and other factors, to determine the final amount to be released from transfer restrictions. Furthermore, the Company has incorporated quantitative indicators related to sustainability from the fiscal year ended March 31, 2024. In case the final amount falls below the initial amount, SMFG retrieves all or part of the allotted shares at no cost.

Under Plan II (annual performance share plan), executives are allotted shares of restricted stock equivalent to a certain portion of the monetary amount determined based on the annual performance of SMFG as well as on the individual performance of the executives reviewed both from short-term and medium-to-long-term perspectives. The remainder is paid to the executives as a cash bonus. Transfer restrictions on these shares are released evenly over the three-year period following the year of allotment. Furthermore, the Company has incorporated qualitative and quantitative indicators related to environment, social, and governance (“ESG”) initiatives into executive compensation schemes to accelerate sustainability management from the fiscal year ended March 31, 2023.

Under Plan III (promotion reward plan), executives are allotted shares of restricted stock equivalent to pre-determined compensation amounts per title, reflecting the increased responsibilities derived from promotions. Restrictions shall apply to the shares until the earlier of 30 years from allotment or when the executive retires from office.

The eligible executives for the plans are directors (excluding outside directors), corporate executive officers and executive officers, etc. of SMFG, directors (excluding outside directors) and executive officers, etc. of SMBC and representative corporate executive officers of certain of the Company’s subsidiaries.

As part of the executive compensation policy, SMFG and SMBC introduced provisions for forfeiture and claw-back of vested stock under the plans in order to restrain excessive risk-taking and foster a prudent risk culture expected of a financial institution.

The number of restricted shares and the fair value of restricted shares at the measurement date for the fiscal years ended March 31, 2024 and 2023 were as follows:

	For the fiscal year ended March 31,	
	2024	2023
Outstanding at beginning of period . . . . .	1,507,099	1,399,680
Allotted . . . . .	477,890	329,092
Released . . . . .	(814,659)	(221,673)
Forfeited . . . . .	(49,655)	—
Outstanding at end of period . . . . .	1,120,675	1,507,099
Fair value at measurement date . . . . .	¥ 6,281	¥ 4,004

The fair value of restricted shares is based on the market price of SMFG common stock. If any granted conditions exist, the terms and conditions upon which the shares were granted, are taken into account when estimating both the number of shares expected to vest and the fair value of the shares granted. The amount of restricted shares recognized as expenses was measured based on the fair value of the restricted shares granted, which were ¥1,081 million and ¥1,438 million for the fiscal years ended March 31, 2024 and 2023, respectively, and included in “General and administrative expenses” in the consolidated income statements.

#### 41 DIVIDENDS PER SHARE

The dividends recognized by the Company for the fiscal years ended March 31, 2024, 2023 and 2022 were as follows:

	<u>Dividends per share</u>	<u>Aggregate amount</u>
	(In yen)	(In millions)
For the fiscal year ended March 31, 2024:		
Common stock .....	¥260	¥348,177
For the fiscal year ended March 31, 2023:		
Common stock .....	¥220	¥301,627
For the fiscal year ended March 31, 2022:		
Common stock .....	¥200	¥274,127

The Company proposed to the shareholders the distribution of a dividend of ¥135 per share of common stock totaling ¥177,382 million in respect of the fiscal year ended March 31, 2024. The dividend is subject to the approval at the general meeting of shareholders on June 27, 2024. The consolidated financial statements for the fiscal year ended March 31, 2024 do not include this dividend.

#### 42 CONTINGENCY AND CAPITAL COMMITMENTS

##### Legal Proceedings

The Group is engaged in various legal proceedings in Japan and a number of overseas jurisdictions, involving claims by and against it, which arise in the normal course of business. The Group does not expect that the outcome of these proceedings will have a significant adverse effect on the consolidated financial statements of the Group. The Group has recorded adequate provisions with respect to litigation arising out of normal business operations. The Group has not disclosed any contingent liability associated with these legal actions because it cannot reliably be estimated.

##### Capital Commitments

At March 31, 2024 and 2023, the Group had ¥4,520 million and ¥1,134 million, respectively, of contractual commitments to acquire property, plant and equipment. In addition, the Group had ¥1,088 million and ¥631 million of contractual commitments to acquire intangible assets, at March 31, 2024 and 2023, respectively. The Group’s management is confident that future net revenues and funding will be sufficient to cover these commitments.

##### Loan Commitments and Financial Guarantees and Other Credit-related Contingent Liabilities

Loan commitment contracts on overdrafts and loans are agreements to lend up to a prescribed amount to customers, as long as there is no violation of any condition established in the contracts. However, since many of these loan commitments are expected to expire without being drawn down, the total amount of unused commitments does not necessarily represent an actual future cash flow requirement. Many of these loan



commitments include clauses under which the Group can reject an application from customers or reduce the contract amounts in cases where economic conditions change, the Group needs to secure claims, or some other significant event occurs.

Financial guarantees are contracts that require the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of the debt instrument. Other credit-related contingent liabilities include performance bonds, which are contracts that provide compensation if another party fails to perform the contractual obligation.

The table below shows the nominal amounts of undrawn loan commitments, and financial guarantees and other credit-related contingent liabilities at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
Loan commitments .....	¥ 88,926,181	¥79,068,816
Financial guarantees and other credit-related contingent liabilities .....	14,869,558	13,693,772
Total .....	<u>¥103,795,739</u>	<u>¥92,762,588</u>

#### 43 ANALYSIS OF FINANCIAL ASSETS AND LIABILITIES BY MEASUREMENT BASIS

After initial recognition, financial assets and liabilities are measured either at fair value or amortized cost, within the measurement categories as defined in IFRS 9. The summary of material accounting policies in Note 2 describes how these categories of financial assets and liabilities are measured, and how income and expenses are recognized either in profit or loss, or in other comprehensive income. The following tables present the carrying amounts of the financial assets and liabilities, by category and by line item, of the consolidated statements of financial position.

	At March 31, 2024				
	Financial assets and liabilities at fair value through profit or loss	Financial assets and liabilities at amortized cost	Debt instruments at fair value through other comprehensive income	Equity instruments at fair value through other comprehensive income	Total
	(In millions)				
<b>Financial assets:</b>					
Cash and deposits with banks ... ¥	—	¥ 78,750,443	¥ —	¥ —	¥ 78,750,443
Call loans and bills bought .....	—	5,336,280	—	—	5,336,280
Reverse repurchase agreements and cash collateral on securities borrowed .....	—	14,148,667	—	—	14,148,667
Trading assets .....	6,512,061	—	—	—	6,512,061
Derivative financial instruments .....	9,909,272	—	—	—	9,909,272
Financial assets at fair value through profit or loss .....	2,376,129	—	—	—	2,376,129
Investment securities .....	—	316,392	24,016,184	5,817,261	30,149,837
Loans and advances .....	—	121,716,465	—	—	121,716,465
Other financial assets <sup>(1)</sup> .....	—	7,509,528	—	—	7,509,528
Total .....	<u>¥ 18,797,462</u>	<u>¥ 227,777,775</u>	<u>¥ 24,016,184</u>	<u>¥ 5,817,261</u>	<u>¥276,408,682</u>

At March 31, 2024					
	Financial assets and liabilities at fair value through profit or loss	Financial assets and liabilities at amortized cost	Debt instruments at fair value through other comprehensive income	Equity instruments at fair value through other comprehensive income	Total
			(In millions)		
<b>Financial liabilities:</b>					
Deposits <sup>(2)</sup> . . . . .	¥ (10,306)	¥ 182,107,625	¥ —	¥ —	¥182,097,319
Call money and bills sold . . . . .	—	3,138,049	—	—	3,138,049
Repurchase agreements and cash collateral on securities lent . . . . .	—	20,166,958	—	—	20,166,958
Trading liabilities . . . . .	4,924,490	—	—	—	4,924,490
Derivative financial instruments . . . . .	11,877,473	—	—	—	11,877,473
Financial liabilities designated at fair value through profit or loss . . . . .	498,284	—	—	—	498,284
Borrowings <sup>(2)</sup> . . . . .	(1,087)	16,108,245	—	—	16,107,158
Debt securities in issue <sup>(2)</sup> . . . . .	1,909	14,073,175	—	—	14,075,084
Other financial liabilities <sup>(1)</sup> . . . . .	—	10,523,048	—	—	10,523,048
Total . . . . .	¥ 17,290,763	¥ 246,117,100	¥ —	¥ —	¥263,407,863
At March 31, 2023					
	Financial assets and liabilities at fair value through profit or loss	Financial assets and liabilities at amortized cost	Debt instruments at fair value through other comprehensive income	Equity instruments at fair value through other comprehensive income	Total
			(In millions)		
<b>Financial assets:</b>					
Cash and deposits with banks . . . . .	¥ —	¥ 76,465,511	¥ —	¥ —	¥ 76,465,511
Call loans and bills bought . . . . .	—	5,684,812	—	—	5,684,812
Reverse repurchase agreements and cash collateral on securities borrowed . . . . .	—	11,024,084	—	—	11,024,084
Trading assets . . . . .	4,585,915	—	—	—	4,585,915
Derivative financial instruments . . . . .	8,649,947	—	—	—	8,649,947
Financial assets at fair value through profit or loss . . . . .	1,488,239	—	—	—	1,488,239
Investment securities . . . . .	—	235,567	22,811,423	4,548,608	27,595,598
Loans and advances . . . . .	—	111,891,134	—	—	111,891,134
Other financial assets <sup>(1)</sup> . . . . .	—	5,360,634	—	—	5,360,634
Total . . . . .	¥ 14,724,101	¥ 210,661,742	¥ 22,811,423	¥ 4,548,608	¥252,745,874
<b>Financial liabilities:</b>					
Deposits <sup>(2)</sup> . . . . .	¥ (12,641)	¥ 172,940,451	¥ —	¥ —	¥172,927,810
Call money and bills sold . . . . .	—	2,569,056	—	—	2,569,056
Repurchase agreements and cash collateral on securities lent . . . . .	—	17,786,026	—	—	17,786,026
Trading liabilities . . . . .	3,291,089	—	—	—	3,291,089
Derivative financial instruments . . . . .	10,496,855	—	—	—	10,496,855
Financial liabilities designated at fair value through profit or loss . . . . .	414,106	—	—	—	414,106
Borrowings <sup>(2)</sup> . . . . .	(822)	15,372,623	—	—	15,371,801
Debt securities in issue <sup>(2)</sup> . . . . .	1,525	11,983,469	—	—	11,984,994
Other financial liabilities <sup>(1)</sup> . . . . .	—	8,522,212	—	—	8,522,212
Total . . . . .	¥ 14,190,112	¥ 229,173,837	¥ —	¥ —	¥243,363,949

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- (1) Other financial assets and liabilities comprise of those included in other assets and liabilities, which meet the definition of a financial asset and liability.
  - (2) Embedded derivatives, which are separately accounted for, but presented together with the host contract in the consolidated statements of financial position, are disclosed in this table within the category of “Financial assets and liabilities at fair value through profit or loss.” Although the separated embedded derivatives may have a positive or a negative fair value, they have been presented in this table as liabilities to be consistent with the line of the host contract.

#### **44 FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair values stated below represent the best estimates based on a range of methods and assumptions. In determining the fair value of financial assets and liabilities, the Group gives the highest priority to a quoted market price in an active market. If such prices are not available, it establishes fair value using valuation techniques. The valuation techniques, if used, make maximum use of observable inputs, and rely as little as possible on unobservable inputs.

##### **Financial Assets and Liabilities Carried at Fair Value**

###### ***Valuation Process***

The Group undertakes a valuation process based on its valuation control framework, which governs internal control standards, methodologies and procedures to ensure that the fair values are determined or validated independently of the front office.

The Group uses valuation techniques commonly used by market participants to price the financial instruments and they have been demonstrated to provide reliable estimates of prices obtained in actual market transactions. The valuation techniques include the DCF method, option pricing models and reference to the current fair value of another instrument that is substantially the same. Key adjustments, such as liquidity risk and credit risk adjustments are also taken into account to derive fair values.

Where valuation techniques are used to determine fair values, they are validated and reviewed. In principal subsidiaries, their risk management departments, which are independent from the business units, review significant valuation methodologies at least once a year, and recalibrate model parameters and inputs by comparing fair values derived from the valuation techniques to the external market data such as broker quotes. Where the data obtained from third-party sources such as brokers and pricing service providers are utilized in determining fair values, those departments also examine those data, taking into account the consistency among the different sources, the aging of the data and other factors. In addition, accounting departments in those principal subsidiaries are responsible for ensuring that the accounting policies and procedures to determine fair values are in compliance with relevant accounting standards.

###### ***Fair Value Hierarchy***

Financial assets and liabilities measured at fair value are classified into one of three levels within a fair value hierarchy based on the inputs used in the fair value measurement. The three levels of the fair value hierarchy are as follows:

- quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date (Level 1);
- inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- significant unobservable inputs for the asset or liability (Level 3).

The following tables present the carrying amounts of financial assets and liabilities carried at fair value based on the three levels of the fair value hierarchy at March 31, 2024 and 2023.

	At March 31, 2024			
	Level 1 <sup>(1)</sup>	Level 2 <sup>(1)</sup>	Level 3	Total
	(In millions)			
<b>Financial assets:</b>				
Trading assets:				
Debt instruments	¥ 4,576,535	¥ 1,097,627	¥ —	¥ 5,674,162
Equity instruments	818,116	19,783	—	837,899
Total trading assets	5,394,651	1,117,410	—	6,512,061
Derivative financial instruments:				
Interest rate derivatives	45,746	6,377,352	240	6,423,338
Currency derivatives	—	3,402,776	1,143	3,403,919
Equity derivatives	33,440	511	16,636	50,587
Commodity derivatives	1,905	6,843	—	8,748
Credit derivatives	—	22,271	409	22,680
Total derivative financial instruments	81,091	9,809,753	18,428	9,909,272
Financial assets at fair value through profit or loss:				
Debt instruments	568,441	984,694	739,914	2,293,049
Equity instruments	3,610	240	79,230	83,080
Total financial assets at fair value through profit or loss	572,051	984,934	819,144	2,376,129
Investment securities at fair value through other comprehensive income:				
Japanese government bonds	7,547,377	—	—	7,547,377
U.S. Treasury and other U.S. government agency bonds	6,062,125	—	—	6,062,125
Other debt instruments	1,898,075	8,508,607	—	10,406,682
Total debt instruments	15,507,577	8,508,607	—	24,016,184
Equity instruments	5,150,409	140,983	525,869	5,817,261
Total investment securities at fair value through other comprehensive income	20,657,986	8,649,590	525,869	29,833,445
Total	¥26,705,779	¥20,561,687	¥1,363,441	¥48,630,907
<b>Financial liabilities:</b>				
Trading liabilities:				
Debt instruments	¥ 4,318,789	¥ 267,966	¥ —	¥ 4,586,755
Equity instruments	335,207	2,528	—	337,735
Total trading liabilities	4,653,996	270,494	—	4,924,490
Derivative financial instruments:				
Interest rate derivatives	47,983	7,635,835	2,896	7,686,714
Currency derivatives	185	4,002,703	2,066	4,004,954
Equity derivatives	58,445	73,802	13,254	145,501
Commodity derivatives	1,734	5,810	—	7,544
Credit derivatives	—	32,665	95	32,760
Total derivative financial instruments	108,347	11,750,815	18,311	11,877,473
Financial liabilities designated at fair value through profit or loss				
	—	373,242	125,042	498,284
Others <sup>(2)</sup>	—	(4,257)	(5,227)	(9,484)
Total	¥ 4,762,343	¥12,390,294	¥ 138,126	¥17,290,763

At March 31, 2023				
	Level 1 <sup>(1)</sup>	Level 2 <sup>(1)</sup>	Level 3	Total
	(In millions)			
<b>Financial assets:</b>				
Trading assets:				
Debt instruments . . . . .	¥ 3,732,551	¥ 497,294	¥ —	¥ 4,229,845
Equity instruments . . . . .	340,365	15,705	—	356,070
Total trading assets . . . . .	4,072,916	512,999	—	4,585,915
Derivative financial instruments:				
Interest rate derivatives . . . . .	130,725	5,658,891	—	5,789,616
Currency derivatives . . . . .	145	2,774,537	499	2,775,181
Equity derivatives . . . . .	20,571	13,002	20,935	54,508
Commodity derivatives . . . . .	407	8,735	—	9,142
Credit derivatives . . . . .	—	21,142	358	21,500
Total derivative financial instruments . . . . .	151,848	8,476,307	21,792	8,649,947
Financial assets at fair value through profit or loss:				
Debt instruments . . . . .	343,539	398,883	650,467	1,392,889
Equity instruments . . . . .	2,829	7,320	85,201	95,350
Total financial assets at fair value through profit or loss . . . . .	346,368	406,203	735,668	1,488,239
Investment securities at fair value through other comprehensive income:				
Japanese government bonds . . . . .	9,576,298	—	—	9,576,298
U.S. Treasury and other U.S. government agency bonds . . . . .	5,232,456	—	—	5,232,456
Other debt instruments . . . . .	1,503,857	6,498,812	—	8,002,669
Total debt instruments . . . . .	16,312,611	6,498,812	—	22,811,423
Equity instruments . . . . .	4,076,610	7,177	464,821	4,548,608
Total investment securities at fair value through other comprehensive income . . . . .	20,389,221	6,505,989	464,821	27,360,031
Total . . . . .	¥24,960,353	¥15,901,498	¥1,222,281	¥42,084,132
<b>Financial liabilities:</b>				
Trading liabilities:				
Debt instruments . . . . .	¥ 3,017,272	¥ 84,161	¥ —	¥ 3,101,433
Equity instruments . . . . .	183,935	5,721	—	189,656
Total trading liabilities . . . . .	3,201,207	89,882	—	3,291,089
Derivative financial instruments:				
Interest rate derivatives . . . . .	92,387	7,317,498	3,248	7,413,133
Currency derivatives . . . . .	—	3,001,220	5,066	3,006,286
Equity derivatives . . . . .	34,204	894	7,110	42,208
Commodity derivatives . . . . .	1,247	6,699	—	7,946
Credit derivatives . . . . .	—	27,074	208	27,282
Total derivative financial instruments . . . . .	127,838	10,353,385	15,632	10,496,855
Financial liabilities designated at fair value through profit or loss . . . . .				
	—	229,086	185,020	414,106
Others <sup>(2)</sup> . . . . .	—	(4,086)	(7,852)	(11,938)
Total . . . . .	¥ 3,329,045	¥10,668,267	¥ 192,800	¥14,190,112

(1) Transfers between levels of the fair value hierarchy are deemed to have occurred at beginning of the period. There were no significant transfers between Level 1 and Level 2 for the fiscal years ended March 31, 2024 and 2023.

- (2) Derivatives embedded in financial liabilities, except for financial liabilities designated at fair value through profit or loss, are separately accounted for, but presented together with the host contract in the consolidated statements of financial position. In these tables, the separated embedded derivatives whose host contracts are carried at amortized cost are presented within others. Although the separated embedded derivatives may have a positive or a negative fair value, they have been presented in these tables as liabilities to be consistent with the host contract. The separated embedded derivatives are measured at fair value using the valuation techniques described in “Derivative financial instruments (including embedded derivatives)” below.

The following tables present reconciliations from the beginning to the ending balances for financial assets and liabilities carried at fair value and categorized within Level 3 of the fair value hierarchy for the fiscal years ended March 31, 2024 and 2023.

	Total gains (losses)										Changes in unrealized gains (losses) included in profit or loss related to assets and liabilities held at March 31, 2024
	At April 1, 2023	Included in profit or loss	Included in other comprehensive income	Purchases	Sales	Issuances	Settlement <sup>(1)</sup>	Transfers into Level 3 <sup>(2)</sup>	Transfers out of Level 3 <sup>(2)</sup>	At March 31, 2024	
(In millions)											
Derivative financial instruments—net:											
Interest rate derivatives—net . . . . .	¥ (3,248)	¥ (1,545)	¥ —	¥ 2,167	¥ (30)	¥ —	¥ —	¥ —	¥ —	¥ (2,656)	¥ 415
Currency derivatives—net . . . . .	(4,567)	3,680	—	74	(110)	—	—	—	—	(923)	3,335
Equity derivatives—net . . . . .	13,825	(5,133)	—	4,860	(10,170)	—	—	—	—	3,382	4,067
Credit derivatives—net . . . . .	150	164	—	—	—	—	—	—	—	314	167
Total derivative financial instruments—net . . . . .	6,160	(2,834)	—	7,101	(10,310)	—	—	—	—	117	7,984
Financial assets at fair value through profit or loss:											
Debt instruments . . . . .	650,467	40,170	341	161,937	(38,919)	—	(62,784)	—	(11,298)	739,914	39,860
Equity instruments . . . . .	85,201	(220)	—	8,907	(5,291)	—	(8,125)	—	(1,242)	79,230	(2,223)
Total financial assets at fair value through profit or loss . . . . .	735,668	39,950	341	170,844	(44,210)	—	(70,909)	—	(12,540)	819,144	37,637
Investment securities at fair value through other comprehensive income:											
Equity instruments . . . . .	464,821	—	67,532	3,012	(8,198)	—	(931)	16	(383)	525,869	—
Total investment securities at fair value through other comprehensive income . . . . .	464,821	—	67,532	3,012	(8,198)	—	(931)	16	(383)	525,869	—
Financial liabilities designated at fair value through profit or loss . . . . .	(185,020)	(19,258)	(1,289)	—	—	(29,208)	109,733	—	—	(125,042)	(2,019)
Others <sup>(3)</sup> —liabilities: . . . . .	7,852	(1,766)	—	—	—	—	—	—	(859)	5,227	(2,450)
Total . . . . .	¥1,029,481	¥ 16,092	¥ 66,584	¥180,957	¥(62,718)	¥(29,208)	¥ 37,893	¥ 16	¥(13,782)	¥1,225,315	¥ 41,152

	Total gains (losses)										Changes in unrealized gains (losses) included in profit or loss related to assets and liabilities held at March 31, 2023
	At April 1, 2022	Included in profit or loss	Included in other comprehensive income	Purchases	Sales	Issuances	Settlement <sup>(1)</sup>	Transfers into Level 3 <sup>(2)</sup>	Transfers out of Level 3 <sup>(2)</sup>	At March 31, 2023	
(In millions)											
Derivative financial instruments—net:											
Interest rate derivatives—net . . . . .	¥ (7,162)	¥ (1,514)	¥ —	¥ 554	¥ —	¥ —	¥ —	¥ —	¥ 4,874	¥ (3,248)	¥ (959)
Currency derivatives—net . . . . .	1,652	(697)	—	—	—	—	—	—	(5,522)	(4,567)	(2,302)
Equity derivatives—net . . . . .	15,384	3,012	—	5,595	(10,166)	—	—	—	—	13,825	7,693
Credit derivatives—net . . . . .	521	(371)	—	—	—	—	—	—	—	150	(240)
Total derivative financial instruments—net . . . . .	10,395	430	—	6,149	(10,166)	—	—	—	(648)	6,160	4,192
Financial assets at fair value through profit or loss:											
Debt instruments . . . . .	693,013	(4,804)	301	157,152	(42,145)	—	(69,317)	—	(83,733)	650,467	(6,742)
Equity instruments . . . . .	35,884	6,033	—	46,374	(525)	—	(1,381)	—	(1,184)	85,201	5,688
Total financial assets at fair value through profit or loss . . . . .	728,897	1,229	301	203,526	(42,670)	—	(70,698)	—	(84,917)	735,668	(1,054)
Investment securities at fair value through other comprehensive income:											
Equity instruments . . . . .	468,713	—	8,865	5,380	(17,578)	—	(571)	12	—	464,821	—
Total investment securities at fair value through other comprehensive income . . . . .	468,713	—	8,865	5,380	(17,578)	—	(571)	12	—	464,821	—
Financial liabilities designated at fair value through profit or loss . . . . .	(291,086)	(20,742)	2,129	—	—	(56,316)	180,995	—	—	(185,020)	13,496
Others <sup>(3)</sup> —liabilities: . . . . .	3,052	6,078	—	940	—	—	—	—	(2,218)	7,852	7,671
Total . . . . .	¥ 919,971	¥(13,005)	¥ 11,295	¥215,995	¥(70,414)	¥(56,316)	¥109,726	¥ 12	¥(87,783)	¥1,029,481	¥ 24,305

- (1) Settlements for equity instruments include redemption of preferred stocks and receipt of cash distributions which represent a return of investment.
- (2) Transfers between levels of the fair value hierarchy are deemed to have occurred at beginning of the period. For the fiscal year ended March 31, 2024 and 2023, transfers out of Level 3 amounted to ¥13,782 million and ¥87,783 million, respectively. Those transfers out of Level 3 were primarily due to a decrease of significance of unobservable inputs of certain financial assets at fair value through profit or loss, including certain investment funds.
- (3) Derivatives embedded in financial liabilities, except for financial liabilities designated at fair value through profit or loss, are separately accounted for, but presented together with the host contract in the consolidated statements of financial position. In these tables, the separated embedded derivatives whose host contracts are carried at amortized cost are presented within others. Although the separated embedded derivatives may have a positive or a negative fair value, they have been presented in these tables as liabilities to be consistent with the host contract.

The following table presents total gains or losses included in profit or loss for the Level 3 financial assets and liabilities, and changes in unrealized gains or losses included in profit or loss related to those financial assets and liabilities held at March 31, 2024 and 2023 by line item of the consolidated income statements.

	Total gains (losses) included in profit or loss for the fiscal year ended March 31,		Changes in unrealized gains (losses) included in profit or loss related to assets and liabilities held at March 31,	
	2024	2023	2024	2023
	(In millions)			
Net interest income . . . . .	¥ 1,855	¥ 1,478	¥ 909	¥ 1,078
Net trading income (loss) . . . . .	(6,455)	5,119	4,625	10,785
Net income (loss) from financial assets and liabilities at fair value through profit or loss . . . . .	20,692	(19,513)	35,618	12,442
Other expenses . . . . .	—	(89)	—	—
Total . . . . .	¥ 16,092	¥(13,005)	¥ 41,152	¥ 24,305

The aggregate deferred day one profit yet to be recognized in profit or loss at the beginning and end of the fiscal years ended March 31, 2024 and 2023 and reconciliation of changes in the balances were as follows:

	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
Balance at beginning of period . . . . .	¥ 22,276	¥ 27,100
Increase due to new trades . . . . .	3,985	18,402
Reduction due to redemption, sales or passage of time . . . . .	(14,088)	(23,226)
Balance at end of period . . . . .	¥ 12,173	¥ 22,276

The Group has entered into transactions where the fair value is determined using valuation techniques for which not all inputs are observable in the market. The difference between the transaction price and the fair value that would be determined at initial recognition using a valuation technique is referred to as “day one profit and loss,” which is not recognized immediately in the consolidated income statements. The table above shows the day one profit and loss balances, all of which are derived from derivative financial instruments, financial assets at fair value through profit or loss and financial liabilities designated at fair value through profit or loss. The release to profit or loss results from the realization due to redemption or sales, and the amortization of the deferred day one profit and loss with the passage of time over the life of the instruments.

### ***Valuation Techniques***

Financial instruments which are classified as trading assets and liabilities, derivative financial instruments, financial assets at fair value through profit or loss, investment securities at fair value through other



comprehensive income and financial liabilities designated at fair value through profit or loss are measured at fair value in the consolidated statements of financial position. These instruments are measured at fair value using a quoted market price, if they are traded in an active market, or, for others, using the fair value measurement techniques as discussed below.

#### *Trading assets and trading liabilities*

Debt and equity instruments traded in an active market are measured at fair value using a quoted market price in such a market and they are categorized within Level 1. If a quoted market price is not available, they are measured by using a price quoted by a third party, such as a pricing service or broker, or by reference to the current fair value of another instrument that is substantially the same, based on inputs such as prices obtained from brokers, observable interest rates and spreads. These financial instruments are categorized within Level 2. Debt instruments measured at fair value using the DCF method, where primary inputs are observable interest rates and credit spreads, inferred from the prevailing market rates, are also categorized within Level 2.

#### *Derivative financial instruments (including embedded derivatives)*

Listed derivatives (including interest rates, bonds, currencies, stocks and commodities) are measured at fair value using the settlement price announced by the major exchange on which transactions are traded because the settlement price in the exchange reflects the most current transaction price, and is readily and regularly available from the exchange. Listed derivatives are categorized within Level 1.

OTC derivatives (non-exchange-traded derivatives), including embedded derivatives that are separately accounted for from the host contracts, are measured at fair value using valuation techniques such as the present value of estimated future cash flows and option pricing models, generally based on observable interest rates, foreign exchange, commodities, stock prices and other factors as inputs. The valuation models for some transactions, such as yield curve spread options and equity options use inputs which are not directly observable in the market, including historical correlation coefficients and historical volatilities. If the impact of these unobservable inputs is significant to the fair value for those transactions, the Group categorizes the transactions within Level 3.

In addition, the fair value of OTC derivatives incorporates both counterparty credit risk in relation to OTC derivative assets and own credit risk in relation to OTC derivative liabilities. The Group calculates the credit risk adjustments by applying the probability of default that reflects the counterparty's or its own credit risk to the OTC derivative exposures and multiplying the result by the loss expected in the event of default. For the probability of default, the Group uses observable market data, where possible. The fair value of OTC derivatives also incorporates adjustments reflecting funding costs to uncollateralized components of these derivatives, based on market-observable spreads on the Group's funding transactions. The OTC derivative exposures used are determined taking into consideration the effect of master netting agreements and collateral. As the Group manages the OTC derivatives on the basis of its net credit risk exposure, the credit risk adjustments of those OTC derivatives are measured on a portfolio basis in accordance with the exception set forth in IFRS 13.

#### *Financial assets at fair value through profit or loss*

Non-trading bonds in this category are measured at fair value, using a valuation technique based on the observable prices in the market and they are categorized within Level 2. If they are measured at fair value using a valuation technique based mainly on significant unobservable inputs such as foreign exchange volatility, they are categorized within Level 3.

Publicly traded stocks, investment trusts and funds are measured at fair value using the market price and are categorized within Level 1 if they are traded in an active market. Instruments whose prices are not available in the market, such as privately offered investment trusts, are measured at fair value based on the unit price, which

is usually regarded as an exit price, obtained from the fund administrator or investment management firm. In such a case, these investment trusts and funds are categorized within Level 2. Other investment funds included in financial assets at fair value through profit or loss, such as private equity funds and real estate investment funds, are generally measured at fair value based on net asset value, which includes significant unobservable inputs. These funds are categorized within Level 3.

Certain loans and advances are measured at fair value using discounted cash flow models taking into account certain factors including counterparties' credit ratings, pledged collateral and market interest rates, which include significant unobservable inputs, and are categorized within Level 3.

Some equity and debt instruments in this category are hybrid instruments which have both equity and debt features. These include preferred stocks which are measured at fair value using the Monte Carlo Simulation valuation model, if they are indexed to the market prices in a stock exchange. The valuation model uses the historical volatility of the listed stocks as an input, which are not observable in the market, resulting in these instruments being categorized within Level 3, if the impact of this unobservable input is significant to the fair value. Other types of preferred stocks and other non-hybrid equity instruments are evaluated using valuation techniques for unlisted stocks, which are normally used for private equity investments. The Group calculates the fair values of these instruments based on the market approach using market multiples, the DCF method or others in which significant unobservable inputs are used. These instruments are categorized within Level 3.

#### *Investment securities at fair value through other comprehensive income*

Debt instruments are measured at fair value using a quoted market price and categorized within Level 1 if they are traded in an active market. Debt instruments are categorized within Level 2 if they are measured at fair value using a price quoted by a third party, such as a pricing service or broker, or by reference to the current fair value of another bond that is substantially the same based on inputs such as prices obtained from brokers, observable interest rates and spreads.

As for equity instruments, listed stocks are measured at fair value based on the market price at a stock exchange. If these stocks are traded in an active market, these instruments are categorized within Level 1, otherwise categorized within Level 2. Unlisted common and preferred stocks in this category are measured at fair value based on the market approach using market multiples or others in which unobservable inputs are used. If the stocks are measured at fair values using significant unobservable inputs, these instruments are categorized within Level 3, otherwise categorized within Level 2.

#### *Financial liabilities designated at fair value through profit or loss*

Certain financial liabilities containing embedded derivatives are measured at fair value using valuation techniques. The host contracts of those liabilities are measured at fair value based on the present values of the contractual cash flows for expected remaining maturities, using the relevant credit-adjusted rates based on observable market data on the Group's funding transactions. The embedded derivatives, which forms part of the contractual cash flows, are measured at fair value by using the same procedures as described in "Derivative financial instruments (including embedded derivatives)." Those financial liabilities are measured at fair value by combining the fair values of the host contracts and embedded derivatives. The valuation techniques for most of those liabilities use inputs which are not directly observable in the market, including historical correlation coefficients and historical volatilities. If the impact of these unobservable inputs is significant to the fair value for those liabilities, the Group categorizes those liabilities within Level 3.

### Significant Unobservable Inputs

The following tables present quantitative information about significant unobservable inputs used in the fair value measurement for Level 3 financial assets and liabilities at March 31, 2024 and 2023.

At March 31, 2024						
	Assets	Liabilities	Valuation technique(s) <sup>(1)</sup>	Significant unobservable inputs <sup>(1)</sup>	Range of inputs <sup>(1)</sup>	
	(In millions)					
Derivative financial instruments:						
Interest rate derivatives . . . ¥	240	¥ 2,896	Option model	Interest rate to interest rate correlation	31%-99%	
				Quanto correlation	(8%)-49%	
				Foreign exchange volatility	12%	
Currency derivatives . . . . .	1,143	2,066	Option model	Interest rate to interest rate correlation	26%-99%	
				Quanto correlation	4%-49%	
				Foreign exchange volatility	7%-13%	
Equity derivatives . . . . .	16,636	13,254	Option model	Equity to equity correlation	49%-84%	
				Quanto correlation	(10%)-16%	
				Equity volatility	2%-66%	
Credit derivatives . . . . .	409	95	Credit Default model	Quanto correlation	18%-30%	
Financial assets at fair value through profit or loss:						
Debt instruments . . . . .	739,914	—	Option model	Foreign exchange volatility	10%-42%	
			DCF model	Probability of default rate	0%-30%	
				Loss given default rate	25%-100%	
				Discount margin	5%-9%	
			Net asset value <sup>(2)</sup>	—	—	
Equity instruments . . . . .	79,230	—	Market multiples	Price/Book value multiple	1.2x	
				Liquidity discount	20%	
			DCF model	Probability of default rate	0%-1%	
				Loss given default rate	40%	
			See note (3) below	—	—	
Investment securities at fair value through other comprehensive income:						
Equity instruments . . . . .	525,869	—	Market multiples	Price/Book value multiple	0.3x-3.5x	
				Liquidity discount	20%	
			See note (3) below	—	—	
Financial liabilities designated at fair value through profit or loss . . . . .	—	125,042	Option model	Equity to equity correlation	42%-84%	
				Interest rate to interest rate correlation	26%-27%	
				Quanto correlation	(10%)-49%	
				Equity volatility	16%-39%	
			Credit Default model	Quanto correlation	18%-30%	
Others <sup>(4)</sup> . . . . .	—	(5,227)	Option model	Interest rate to interest rate correlation	26%-99%	
				Quanto correlation	(8%)-49%	
				Equity volatility	26%-28%	
				Foreign exchange volatility	7%-42%	
			Credit Default model	Quanto correlation	18%-30%	

At March 31, 2023

	Assets	Liabilities	Valuation technique(s) <sup>(1)</sup>	Significant unobservable inputs <sup>(1)</sup>	Range of inputs <sup>(1)</sup>
	(In millions)				
Derivative financial instruments:					
Interest rate derivatives . . . ¥	—	¥ 3,248	Option model	Interest rate to interest rate correlation	26%-99%
				Quanto correlation	(11%)-42%
Currency derivatives . . . . .	499	5,066	Option model	Interest rate to interest rate correlation	29%-99%
				Quanto correlation	8%-50%
Equity derivatives . . . . .	20,935	7,110	Option model	Foreign exchange volatility	12%-36%
				Equity to equity correlation	48%-92%
				Quanto correlation	(13%)-38%
				Equity volatility	12%-70%
Credit derivatives . . . . .	358	208	Credit Default model	Quanto correlation	15%-25%
Financial assets at fair value through profit or loss:					
Debt instruments . . . . .	650,467	—	Option model	Foreign exchange volatility	13%-43%
			DCF model	Probability of default rate	0%-33%
				Loss given default rate	0%-100%
				Discount margin	5%-9%
			Net asset value <sup>(2)</sup>	—	—
Equity instruments . . . . .	85,201	—	Market multiples	Price/Book value multiple	1.1x
			DCF model	Probability of default rate	0%-1%
				Loss given default rate	90%
			See note (3) below	—	—
Investment securities at fair value through other comprehensive income:					
Equity instruments . . . . .	464,821	—	Market multiples	Price/Book value multiple	0.2x-3.7x
				Liquidity discount	20%
			See note (3) below	—	—
Financial liabilities designated at fair value through profit or loss . . . . .	—	185,020	Option model	Equity to equity correlation	47%-93%
				Interest rate to interest rate correlation	29%-30%
				Quanto correlation	(13%)-50%
				Equity volatility	17%-52%
			Credit Default model	Quanto correlation	15%-25%
Others <sup>(4)</sup> . . . . .	—	(7,852)	Option model	Equity to equity correlation	80%-83%
				Interest rate to interest rate correlation	26%-99%
				Quanto correlation	(11%)-50%
				Equity volatility	24%-28%
				Foreign exchange volatility	12%-43%
			Credit Default model	Quanto correlation	15%-25%

(1) Valuation techniques and unobservable inputs for insignificant Level 3 financial assets and liabilities are excluded.

(2) The Group has determined that the net asset value represents fair values of certain investment funds.

(3) Fair values of certain equity instruments such as unlisted stocks are estimated on the basis of an analysis of the investee's financial position and results, risk profile, prospects and other factors. A range of key inputs is not provided in these tables as it is not practical to do so given the nature of such valuation techniques.

(4) Derivatives embedded in financial liabilities, except for financial liabilities designated at fair value through profit or loss, are separately accounted for, but presented together with the host contract in the consolidated statements of financial position. In these tables, the separated embedded derivatives whose host contracts are carried at amortized cost are presented within others. Although the separated embedded derivatives may have a positive or a negative fair value, they have been presented in these tables as liabilities to be consistent with the host contract.

### Correlation

Correlation represents a measure of the relationship between the movements of two variables, which is expressed as a number between plus and minus one. A positive correlation indicates that two variables move in

the same direction while a negative correlation indicates that they move in opposite directions. Correlations could be any combination of variables such as interest rates, foreign exchange rates, CDS spread and stock price movements. Thus, both same-asset correlation and cross-asset correlation are used. Interest rate correlation between two different tenors is an example of same-asset correlations while quanto correlation which is the correlation between foreign exchange rates and another variable is an example of cross-asset correlation. These correlations are used in the valuation techniques of complex derivatives and estimated based on historical data. In general, a significant increase in the correlation in isolation would result in either a significantly higher or lower fair value measurement, depending on the terms of the instruments.

#### *Volatility*

Volatility represents a measure of how much a particular instrument, parameter or index is expected to change in value over time. The volatilities used in the valuation of some type of derivative instruments with optionality refer to the potential change in price or level of the underlying interest rates, foreign exchange rates or equity instruments. The volatilities of underlying listed stocks are used in the valuation of preferred stocks containing optionality. These volatilities are estimated based on historical data or information provided by third-party sources, together with other analytical techniques. In general, a significant increase in the volatility in isolation would result in a significantly higher fair value measurement.

#### *Probability of default and loss given default rates*

Probability of default rate represents the probability of default that reflects the counterparty's credit risk while loss given default rate represents the loss expected in the event of default. Those are estimated based on historical experiences. In general, a significant increase in probability of default rate or loss given default rate in isolation would result in a significantly lower fair value measurement.

#### *Discount margin*

Discount margin represents a spread used in estimating future cash flows in a DCF method to reflect the uncertainty of the cash flows that market participants would consider. In general, a significant increase in the discount margin in isolation would result in a significantly lower fair value measurement.

#### *Price/Earnings, price/book value multiples*

Price/Earnings ("P/E") multiple represents the ratio of the equity value to the net income, while price/book value ("P/B") multiple represents the ratio of the equity value to the book value. These multiples are estimated based on comparable listed companies. In general, a significant increase in the P/E multiple or P/B multiple in isolation would result in a significantly higher fair value measurement.

#### *Liquidity discount*

A liquidity discount is primarily applied in the valuation techniques for unlisted stocks to reflect the fact that these stocks are not actively traded. In general, a significant increase in the liquidity discount in isolation would result in a significantly lower fair value measurement.

### Sensitivity Analysis

The fair value of certain financial assets and liabilities are measured using valuation techniques based on inputs such as prices and rates that are not observable in the market. The following tables present the impact of the valuation sensitivity, if these inputs fluctuate to the extent deemed reasonable and the volatility of such inputs has a significant impact on the fair value.

At March 31, 2024							
	Total fair value measured using valuation techniques	Effect recorded in profit or loss		Effect recorded directly in equity			
		Favorable changes	Unfavorable changes	Favorable changes	Unfavorable changes		
(In millions)							
<b>Financial instruments—net:</b>							
Derivative financial instruments—net:							
Interest rate derivatives—net . . . . .	¥ (2,656)	¥ 31	¥ 31	¥ —	¥ —		
Currency derivatives—net . . . . .	(923)	3	3	—	—		
Equity derivatives—net . . . . .	3,382	3,393	3,399	—	—		
Credit derivatives—net . . . . .	314	11	11	—	—		
Financial assets at fair value through profit or loss:							
Debt instruments . . . . .	739,914	243	2,224	—	—		
Equity instruments . . . . .	79,230	197	363	—	—		
Investment securities at fair value through other comprehensive income:							
Equity instruments . . . . .	525,869	—	—	19,211	19,211		
Financial liabilities designated at fair value through profit or loss <sup>(1)</sup> . . . . .							
Others <sup>(1)(2)</sup> —liabilities: . . . . .	(125,042)	305	315	—	—		
	5,227	34	34	—	—		

		At March 31, 2023						
		Total fair value measured using valuation techniques	Effect recorded in profit or loss		Effect recorded directly in equity			
			Favorable changes	Unfavorable changes	Favorable changes	Unfavorable changes		
(In millions)								
<b>Financial instruments—net:</b>								
Derivative financial instruments—net:								
Interest rate derivatives—net	¥	(3,248)	¥	—	¥	—	¥	—
Currency derivatives—net		(4,567)		6		6		—
Equity derivatives—net		13,825		2,462		2,467		—
Credit derivatives—net		150		17		17		—
Financial assets at fair value through profit or loss:								
Debt instruments		650,467		917		4,533		—
Equity instruments		85,201		362		875		—
Investment securities at fair value through other comprehensive income:								
Equity instruments		464,821		—		—		15,368
Financial liabilities designated at fair value through profit or loss <sup>(1)</sup>								
		(185,020)		1,007		1,109		—
Others <sup>(1)(2)</sup> —liabilities:		7,852		62		61		—

- (1) As part of risk management, the Group enters into transactions to offset the profit or loss of certain financial instruments, including embedded derivatives. Sensitivity of embedded derivatives related to these transactions is presented as derivative financial instruments or financial assets at fair value through profit or loss, according to the presentation of the financial instruments arising from these transactions.

- (2) Derivatives embedded in financial liabilities, except for financial liabilities designated at fair value through profit or loss, are separately accounted for, but presented together with the host contract in the consolidated statements of financial position. In these tables, the separated embedded derivatives whose host contracts are carried at amortized cost are presented within others. Although the separated embedded derivatives may have a positive or a negative fair value, they have been presented in these tables as liabilities to be consistent with the host contract.

*Derivative financial instruments (including embedded derivatives)*

For derivative financial instruments, including embedded derivatives that are separately accounted for from host contracts, that use correlation or volatility in the valuation techniques, the impact resulting from using a reasonable range of those inputs is estimated where it is expected to be significant.

*Financial assets at fair value through profit or loss*

With respect to preferred stocks convertible into listed stocks, for which historical volatilities of related listed stocks are used in the valuation techniques, the impact resulting from using a reasonable range for the volatility is statistically estimated where it is expected to be significant. For the other preferred stocks, for which the discount margins are used in the valuation techniques, the impact resulting from using a reasonable range of those inputs is estimated where it is expected to be significant. With respect to certain loans and advances, for which the probability of default and loss given default rates are used in the valuation techniques, the impact resulting from using a reasonable range of those inputs is estimated where it is expected to be significant. Certain investment funds are measured at fair value determined based on net asset value per share, which includes significant unobservable inputs. Since those funds are managed by value at risk (“VaR”) based on historical gain or loss data, the impact of the valuation sensitivity is estimated using a one-day VaR of the portfolio, based on a one-sided confidence interval of 99.0%.

*Investment securities at fair value through other comprehensive income*

With respect to unlisted stocks which are measured at fair value based on a market approach, the impact of changing the market multiples within a reasonable range ( $\pm 10\%$ ) is estimated.

*Financial liabilities designated at fair value through profit or loss*

Sensitivity analysis of the financial liabilities designated at fair value through profit or loss is calculated using the same procedures as described in “Derivative financial instruments (including embedded derivatives).”

**Financial Assets and Liabilities Not Carried at Fair Value**

The tables below present the carrying amounts and fair values by level within the fair value hierarchy, as described in “Financial Assets and Liabilities Carried at Fair Value—Fair Value Hierarchy,” of financial assets and liabilities not carried at fair value on the Group’s consolidated statements of financial position at March 31, 2024 and 2023. They do not include the carrying amounts and fair values of financial assets and liabilities whose carrying amounts are reasonable approximations of fair values.

		At March 31, 2024				
Notes	Carrying amount	Fair value				
		Total	Level 1	Level 2	Level 3	
(In millions)						
Financial assets:						
Investment securities:						
Debt instruments at						
amortized cost . . . . .	a	¥ 316,392	¥ 315,077	¥219,714	¥ 95,363	¥ —
Loans and advances . . . . .	b	121,716,465	124,143,634	—	183,237	123,960,397
Other financial assets . . . . .	b	7,509,528	7,506,752	—	7,456,468	50,284



At March 31, 2024							
Notes		Carrying amount	Fair value				
			Total	Level 1	Level 2	Level 3	
(In millions)							
<b>Financial liabilities:</b>							
Deposits:							
Non-interest-bearing deposits, demand deposits and deposits at notice . . . . . c							
		¥130,910,884	¥130,907,582	¥ —	¥130,907,582	¥ —	
		51,186,435	51,192,932	—	51,070,515		122,417
		15,684,515	15,639,123	—	15,630,657		8,466
		14,075,084	14,184,095	—	14,094,156		89,939
		10,523,048	10,522,900	—	10,483,488		39,412

At March 31, 2023						
Notes	Carrying amount	Fair value				
		Total	Level 1	Level 2	Level 3	
(In millions)						
<b>Financial assets:</b>						
Investment securities:						
Debt instruments at						
amortized cost . . . . .	a	¥ 235,567	¥ 235,541	¥165,208	¥ 70,333	¥ —
Loans and advances . . . . .	b	111,891,134	114,154,110	—	237,232	113,916,878
Other financial assets . . . . .	b	5,360.634	5,357.987	—	5,307,316	50.671

<b>Financial liabilities:</b>						
Deposits:						
Non-interest-bearing deposits, demand deposits and deposits at notice . . . . .	c	¥123,181,105	¥123,009,507	¥ —	¥123,009,507	¥ —
Other deposits . . . . .	c	49,746,705	49,607,234	—	49,481,149	126,085
Borrowings . . . . .	c	14,954,804	14,876,449	—	14,868,020	8,429
Debt securities in issue . . . . .	c	11,984,994	11,828,910	—	11,726,142	102,768
Other financial liabilities . . .	c	8,522,212	8,522,110	—	8,387,339	134,771

Notes:

- a. The fair values of debt instruments at amortized cost are determined using quoted prices in active markets or observable inputs other than quoted prices in active markets.
- b. (i) The carrying amounts of loans with no specified repayment dates represent a reasonable estimate of fair value, considering the nature of these financial instruments.  
(ii) Short-term financial assets: The carrying amounts represent a reasonable estimate of fair value.  
(iii) Long-term financial assets: Except for impaired loans and advances, the fair values are mostly determined using discounted cash flow models taking into account certain factors including counterparties' credit ratings, pledged collateral, and market interest rates. The fair values of impaired loans and advances are generally determined by discounting the estimated future cash flows over the time period they are expected to be recovered, and may be based on the appraisal value of underlying collateral as appropriate.
- c. Note that some of the financial liabilities in this category include embedded derivatives, which are separately accounted for, but presented together with the host contract.  
(i) The carrying amounts of demand deposits and deposits without maturity represent a reasonable estimate of fair value, considering the nature of these financial instruments.  
(ii) Short-term financial liabilities: The carrying amounts represent a reasonable estimate of fair value.

- (iii) Long-term financial liabilities: The fair values are, in principle, based on the present values of future cash flows calculated using the funding costs for the remaining maturities. The fair values of debt securities in issue are based on a price quoted by a third party, such as a pricing service or broker, or the present values of future cash flows calculated using the rate derived from yields of bonds issued by SMFG, SMBC and other subsidiaries and publicly offered subordinated bonds published by securities firms.
- (iv) The carrying amounts and fair values of lease liabilities are not included in these tables.

## 45 OFFSETTING OF FINANCIAL ASSETS AND LIABILITIES

The following tables present the information about the impact of offsetting of financial assets and liabilities in the consolidated statements of financial position in accordance with the criteria described in Note 2 “Summary of Material Accounting Policies,” as well as the impact of netting of financial instruments that are subject to enforceable master netting arrangements or similar agreements but do not qualify for the offsetting criteria at March 31, 2024 and 2023.

At March 31, 2024						
	Gross amounts of recognized financial assets and liabilities	Gross amounts offset in statements of financial position <sup>(1)</sup>	Net amounts presented in statements of financial position	Related amounts not offset in statements of financial position <sup>(2)</sup>		
				Financial instruments <sup>(3)</sup>	Cash collateral	Net amounts
	(In millions)					
<b>Financial assets<sup>(4)</sup>:</b>						
Reverse repurchase agreements and cash collateral on securities borrowed .....	¥ 16,726,533	¥ (2,577,866)	¥ 14,148,667	¥(13,970,983)	¥ —	¥ 177,684
Derivative financial instruments .....	11,678,233	(1,768,961)	9,909,272	(6,554,366)	(1,106,259)	2,248,647
Total .....	¥ 28,404,766	¥ (4,346,827)	¥ 24,057,939	¥(20,525,349)	¥(1,106,259)	¥2,426,331
<b>Financial liabilities<sup>(4)</sup>:</b>						
Repurchase agreements and cash collateral on securities lent .....	¥ 22,744,824	¥ (2,577,866)	¥ 20,166,958	¥(20,157,260)	¥ —	¥ 9,698
Derivative financial instruments .....	13,646,724	(1,769,251)	11,877,473	(6,486,575)	(1,311,304)	4,079,594
Total .....	¥ 36,391,548	¥ (4,347,117)	¥ 32,044,431	¥(26,643,835)	¥(1,311,304)	¥4,089,292
At March 31, 2023						
	Gross amounts of recognized financial assets and liabilities	Gross amounts offset in statements of financial position <sup>(1)</sup>	Net amounts presented in statements of financial position	Related amounts not offset in statements of financial position <sup>(2)</sup>		
				Financial instruments <sup>(3)</sup>	Cash collateral	Net amounts
	(In millions)					
<b>Financial assets<sup>(4)</sup>:</b>						
Reverse repurchase agreements and cash collateral on securities borrowed .....	¥ 12,635,719	¥ (1,611,635)	¥ 11,024,084	¥(10,845,394)	¥ —	¥ 178,690
Derivative financial instruments .....	9,862,036	(1,212,089)	8,649,947	(5,741,157)	(969,175)	1,939,615
Total .....	¥ 22,497,755	¥ (2,823,724)	¥ 19,674,031	¥(16,586,551)	¥ (969,175)	¥2,118,305
<b>Financial liabilities<sup>(4)</sup>:</b>						
Repurchase agreements and cash collateral on securities lent .....	¥ 19,397,661	¥ (1,611,635)	¥ 17,786,026	¥(17,773,852)	¥ —	¥ 12,174
Derivative financial instruments .....	11,666,371	(1,169,516)	10,496,855	(5,709,875)	(1,122,754)	3,664,226
Total .....	¥ 31,064,032	¥ (2,781,151)	¥ 28,282,881	¥(23,483,727)	¥(1,122,754)	¥3,676,400

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- (1) Amounts offset for derivative financial instruments include cash collateral.
  - (2) The amounts of financial instruments and cash collateral have been limited to the net amounts presented in the consolidated statements of financial position so as not to include any over-collateralization.
  - (3) Financial instruments include non-cash collateral at fair value.
  - (4) Financial assets and liabilities include amounts that are both subject to and not subject to enforceable master netting arrangements or similar agreements.

The “Gross amounts offset in statements of financial position” column in the above tables represents the impact of offsetting of financial assets and liabilities in the consolidated statements of financial position in accordance with the offsetting criteria. The Group presents financial assets and liabilities on a net basis in the consolidated statements of financial position only if it currently has a legally enforceable right to set off the recognized amounts and intends to settle on a net basis or realize the asset and settle the liability simultaneously.

The “Related amounts not offset in statements of financial position” column comprises (1) financial assets and liabilities subject to netting arrangements, such as the International Swaps and Derivatives Association’s (“ISDA”) Master Agreement, master repurchase agreements and master securities lending agreements, which allow all the outstanding transactions with a particular counterparty to be set off only if the event of default or other predetermined events occur, and (2) cash and non-cash collateral related to those transactions.

## **46 FINANCIAL RISK MANAGEMENT**

The Group classifies risks into the following categories: credit risk, market risk, liquidity risk, operational risk, conduct risk, reputational risk, model risk and environmental and social risk. This note presents information about the Group’s exposure to credit risk, market risk, and liquidity risk, and its policies and processes for measuring and managing these risks.

### **Risk Management System**

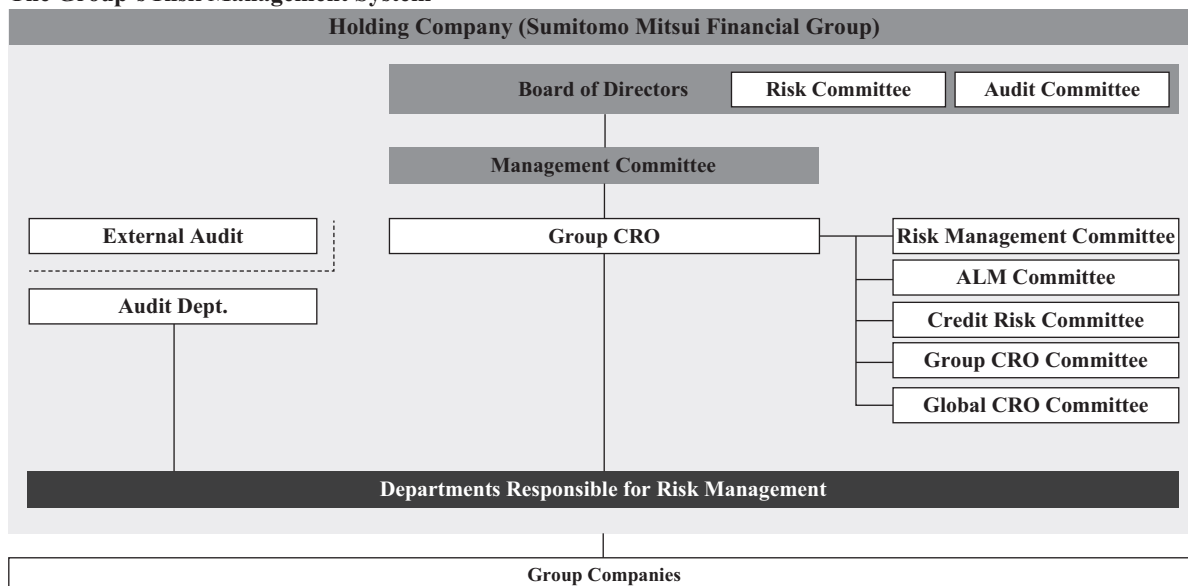
Based on the recognition of the importance of risk management, top management is actively involved in the risk management process, and systems are in place for verifying the effectiveness and appropriateness of this process. Specifically, the Group-wide basic policies for risk management are determined by the Management Committee before being authorized by the board of directors, and regular reports are issued to the board of directors by the Group Chief Risk Officer (“CRO”) with regard to the status of risk management based on these policies.

Three lines of defense have been defined, and the Group has clarified related roles and responsibilities of relevant divisions. With these provisions in place, risk management systems have been established based on the characteristics of particular businesses, and measures are being put in place to strengthen and improve the effectiveness of these systems in accordance with these basic policies for risk management.

Furthermore, the Group is strengthening Group-wide risk management systems through the Group CRO Committee and the Global CRO Committee.

The diagram below represents the risk management system of the Group.

## The Group's Risk Management System



## Credit Risk

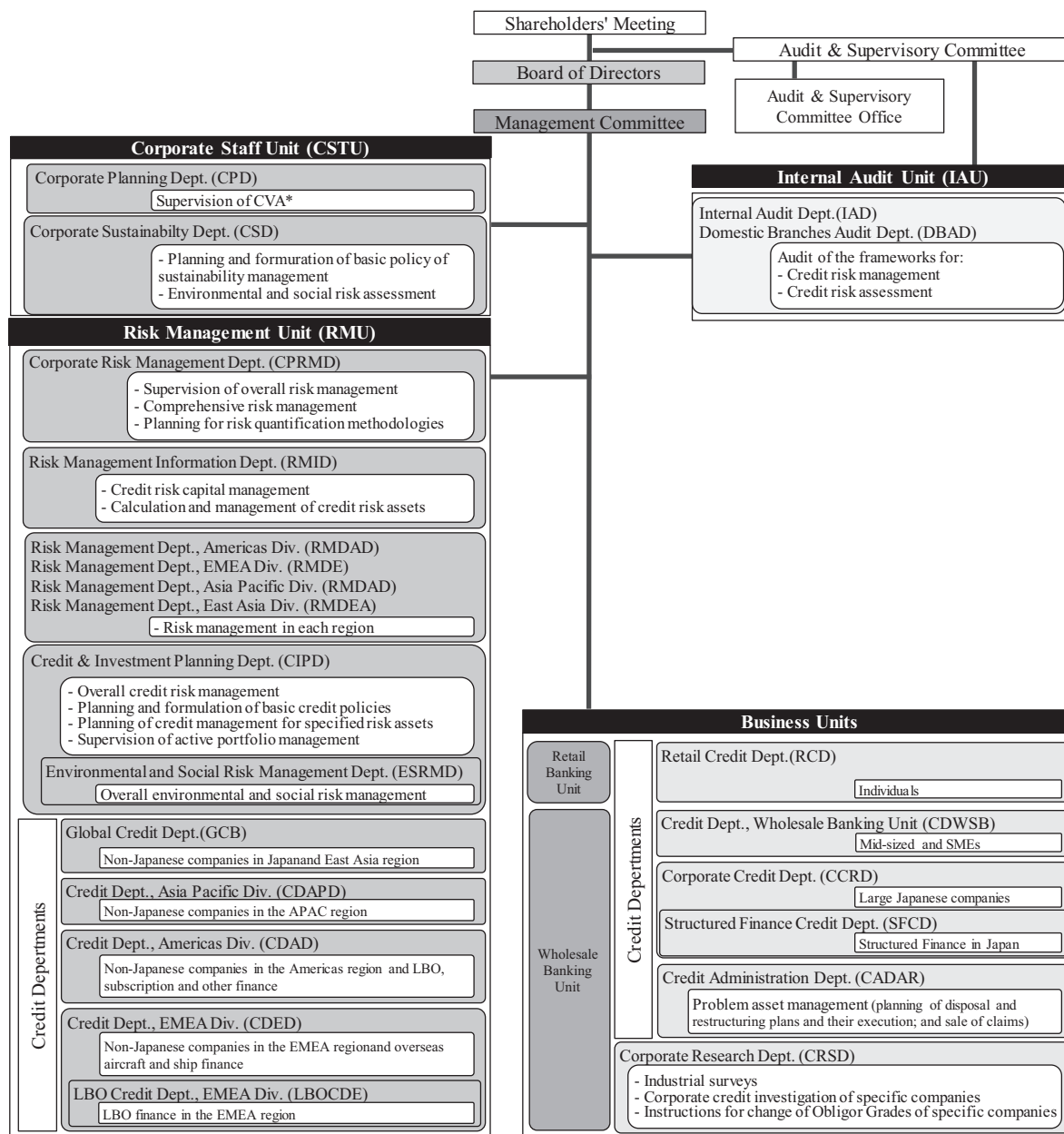
Credit risk is the risk of incurring losses from decline or loss of the value of an asset (including off-balance sheet items) that is caused by a credit event including but not limited to the deterioration of financial condition of a borrower. Overseas credits transactions also entail country risk, which is closely related to credit risk. Country risk is the risk of incurring losses caused by changes in political or economic conditions. Credit exposures arise primarily from lending activities such as loans and advances, acquiring investment securities, derivative transactions, and off-balance sheet transactions such as unused portion of loan commitments.

### Credit risk management system

Credit risk is the most significant risk to which the Group is exposed. The purpose of credit risk management is to keep the credit risk exposure to a permissible level relative to capital, to maintain the quality of assets and to ensure returns commensurate with risk.

At the Group, the Group CRO formulates credit risk management policies each year on the basis of Group-wide basic policies for risk management. The Credit & Investment Planning Department, responsible for the comprehensive management of credit risk, drafts and administers credit risk regulations including the Group credit policies, manages non-performing loans (“NPLs”), and performs other aspects of credit portfolio management. Also, the Credit Risk Committee deliberates on matters related to Group-wide credit portfolios. The Group companies follow the fundamental principles established by the Group to assess and manage credit risk. Each of Group companies manages credit risk according to the nature of its business, and assesses and manages the credit risks of individual loans and credit portfolios quantitatively, using consistent standards.

The following chart shows the credit risk management system of SMBC, the Group's significant banking subsidiary.



At SMBC, the Credit & Investment Planning Department within the Risk Management Unit is responsible for the comprehensive management of credit risk. This department drafts and administers credit policies, the internal rating system, credit authority guidelines and credit application guidelines, and manages NPLs, including impaired loans, and performs other aspects of credit portfolio management. The department also cooperates with the Corporate Risk Management Department and the Risk Management Information Department in quantifying credit risk (risk capital and risk-weighted assets) and controls SMBC's entire credit risk. Further, the Credit & Investment Planning Department aims to stabilize the credit portfolio and manage the risk through credit derivatives, loan asset sales and other instruments.

The credit departments, in cooperation with branches, conduct credit risk management for loans and manage portfolios. The credit limits they use are based on the baseline amounts that the Credit & Investment Planning Department establishes for each grading category, with particular attention paid to evaluating and managing customers or loans perceived to have particularly high credit risk. The Corporate Research Department engages in research on industries and analyzes the business and financial conditions of borrower enterprises to detect early signs of problems or growth potential. The Credit Administration Department is responsible for handling NPLs of borrowers classified as potentially bankrupt or lower, and formulates plans for workouts, including write-offs, and corporate rehabilitation. The department closely liaises with SMBC Servicer Co., Ltd., a Group company, which engages in related services to efficiently reduce the amount of NPLs, including through the sales of loans.

The Internal Audit Unit of SMBC, operating independently of the business units, audits asset quality, accuracy of grading and state of credit risk management, and reports the results directly to the board of directors, the Management Committee and audit & supervisory committee.

SMBC has established the Credit Risk Committee to undertake control of credit risk and to ensure the overall soundness of the loan operations.

### ***Credit risk management methods***

To effectively manage the risk involved in individual loans as well as the credit portfolio as a whole, the Group first acknowledges that every loan entails credit risk, assesses the credit risk posed by each borrower and loan using an internal rating system, and quantifies that risk for control purposes.

### ***Credit risk evaluation***

At SMBC, the Credit & Investment Planning Department manages an internal rating system for each asset control category set according to portfolio characteristics. For example, credits to commercial and industrial (“C&I”) companies, individuals for business purposes (domestic only), sovereigns, public sector entities, and financial institutions are assigned an “obligor grade,” which indicates the borrower’s creditworthiness, and/or “facility grade,” which indicates the collectability of assets taking into account the transaction conditions such as guarantee/collateral, and tenor. The business units determine an obligor grade by first assigning a financial grade using a financial strength grading model and data obtained from the obligor’s financial statements, including net worth and cash flows. The financial grade is then adjusted taking into account the actual state of the obligor’s financial position and qualitative factors to derive the obligor grade. The qualitative factors mainly include the expected future cash flows taking into account factors such as historical loss information, the appropriateness of the borrower’s business plan or operational improvement plan, the status of progress of its plan, and the overall support from financial institutions. In the event that the borrower is domiciled overseas, internal ratings for credit are made after taking into consideration the country rank, which represents an assessment of the credit quality of each country based on its political and economic situation, as well as its current account balance and external debt. Obligor grades and facility grades are reviewed once a year and as otherwise necessary, such as when there are changes in the credit situation. The Group’s subsidiaries carry out credit risk evaluations in line with SMBC.

The tables below show the corporate obligor grading system of SMBC.

Obligor Grade Domestic (C&I), etc.	Definition	Borrower Category
J1	Very high certainty of debt repayment	Normal Borrowers
J2	High certainty of debt repayment	
J3	Satisfactory certainty of debt repayment	
J4	Debt repayment is likely but this could change in cases of significant changes in economic trends or business environment depending on the situation	
J5	No problem with debt repayment over the short term, but not satisfactory over the mid to long term and the situation could change in cases of any changes in economic trends or business environment	
J6	Currently no problem with debt repayment, but it is highly likely that this could change in cases of significant changes in economic trends or business environment	
J7	Close monitoring is required due to problems in meeting loan terms and conditions, sluggish/unstable business, or financial problems	Borrowers Requiring Caution
J7R	Obligors with loans that are more than three months past due or with restructured loans within the “Borrowers Requiring Caution” category	Substandard Borrowers
J8	Currently not bankrupt, but experiencing business difficulties, making insufficient progress in restructuring, and highly likely to go bankrupt	Potentially Bankrupt Borrowers
J9	Though not yet legally or formally bankrupt, has serious business difficulties and rehabilitation is unlikely; thus, effectively bankrupt	Virtually Bankrupt Borrowers
J10	Legally or formally bankrupt	Bankrupt Borrowers

Obligor Grade Overseas (C&I), etc.	Definition	Borrower Category
G1	Very high certainty or high certainty of debt repayment	Normal Borrowers
G2	Satisfactory certainty of debt repayment	
G3	Debt repayment is likely but this could change in cases of significant changes in economic trends or business environment depending on the situation	
G4	Debt repayment is likely but this could change in cases of significant changes in economic trends or business environment	
G5	No problem with debt repayment over the short term, but not satisfactory over the mid to long term and the situation could change in cases of any changes in economic trends or business environment	
G6	Currently no problem with debt repayment, but it is highly likely that this could change in cases of significant changes in economic trends or business environment	
G7	Close monitoring is required due to problems in meeting loan terms and conditions, sluggish/unstable business, or financial problems	Borrowers Requiring Caution



Obligor Grade	Definition	Borrower Category
Overseas (C&I), etc.		
G7R	Obligors with loans that are more than three months past due or with restructured loans within the “Borrowers Requiring Caution” category	Substandard Borrowers
G8	Currently not bankrupt, but experiencing business difficulties, making insufficient progress in restructuring, and highly likely to go bankrupt	Potentially Bankrupt Borrowers
G9	Though not yet legally or formally bankrupt, has serious business difficulties and rehabilitation is unlikely; thus, effectively bankrupt	Virtually Bankrupt Borrowers
G10	Legally or formally bankrupt	Bankrupt Borrowers

There are also grading systems for loans to individuals such as housing loans and structured finance including project finance, where the repayment source is limited to the cash flows generated by a particular business or asset. For example, the obligor grade of housing loans is determined taking into account various relevant factors such as proportion of the repayment to revenue, proportion of down payment to the value and past due information.

The Credit & Investment Planning Department of SMBC centrally manages the internal rating systems, and designs, operates, supervises and validates the grading models. It validates the grading models (including statistical validation) of main assets following the procedure manual once a year to ensure their effectiveness and suitability.

#### *Quantification of credit risk*

At SMBC, credit risk quantification refers to the process of estimating the degree of credit risk of a portfolio or individual loan taking into account not just the obligor’s probability of default (“PD”), but also the concentration of risk in a specific customer or industry and the loss impact of fluctuations in the value of collateral, such as real estate and securities.

Specifically, the PD by grade, loss given default (“LGD”), credit quality correlation among obligors, and other parameter values are estimated using the historical data of obligors and facilities stored in a database to calculate the credit risk. Then, based on these parameters, SMBC runs a simulation of simultaneous default using the Monte Carlo Simulation to calculate SMBC’s maximum loss exposure to the estimated amount of the maximum losses that may be incurred. Based on these quantitative results, SMBC allocates risk capital.

Risk quantification is also executed for purposes such as to determine the portfolio’s risk concentration or to simulate economic movements (stress tests), and the results are used for making optimal decisions across the whole range of business operations, including formulating business plans and providing a standard against which individual credit applications are assessed.

#### *Credit assessment*

At SMBC, the credit assessment of corporate loans involves a variety of financial analyses, including cash flows, to predict an enterprise’s capability of loan repayment and its growth prospects. These quantitative measures, when combined with qualitative analyses of industrial trends, the enterprise’s research and development capabilities, the competitiveness of its products or services, and its management caliber, result in a comprehensive credit assessment. The loan application is analyzed in terms of the intended utilization of the funds and the repayment schedule. In the assessment of housing loans for individuals, SMBC employs a credit

assessment model based on credit data amassed and analyzed by SMBC over many years, taking into account various relevant factors including proportion of the repayment to revenue, proportion of down payment to the value and past due information.

### ***Credit monitoring***

At SMBC, in addition to analyzing loans at the application stage, the Credit Monitoring System is utilized to reassess obligor grades, and review credit policies for each obligor so that problems can be detected at an early stage, and quick and effective action can be taken. The system includes annual monitoring that is carried out each time the financial results of the obligor enterprise are obtained, as well as ad-hoc monitoring that is performed each time credit conditions change.

### ***Credit portfolio management***

#### ***Risk-taking within the scope of capital***

To keep the credit risk exposure to a permissible level relative to capital, the Corporate Risk Management Department of the Group sets a credit risk capital limit for internal control purposes. Under this limit, sub-limits are set for each business unit. The Corporate Risk Management Department conducts monthly monitoring to make sure that these limits are being followed.

#### ***Controlling concentration risk***

As the Group's equity capital may be materially impaired in the event that the credit concentration risk becomes apparent, the Credit & Investment Planning Department of the Group therefore takes measures to manage concentration risks, such as introducing large exposure limits and conducting intensive loan reviews for obligors with large exposures, with an increased focus on industrial sectors with an excessive concentration of credit risk. Further, to manage country risk, SMBC's Strategic Planning Department of the Global Banking Unit has credit limit guidelines based on each country's creditworthiness.

#### ***Toward active portfolio management***

The Credit & Investment Planning Department makes use of financial instruments to proactively and flexibly manage SMBC's portfolio to stabilize credit risk.

### ***Maximum exposure to credit risk before collateral held or other credit enhancements***

The following table shows the maximum exposure to credit risk before taking into account any collateral held or other credit enhancements at March 31, 2024 and 2023.

	At March 31,	
	2024	2023
	(In millions)	
<b>Credit risk exposures relating to assets on the consolidated statements of financial position:</b>		
Deposits with banks . . . . .	¥ 77,962,347	¥ 75,113,703
Call loans and bills bought . . . . .	5,336,280	5,684,812
Reverse repurchase agreements and cash collateral on securities borrowed . . . . .	14,148,667	11,024,084
Trading assets . . . . .	5,674,162	4,229,845
Derivative financial instruments . . . . .	9,909,272	8,649,947
Financial assets at fair value through profit or loss . . . . .	2,293,049	1,392,889

	At March 31,	
	2024	2023
	(In millions)	
Investment securities:		
Debt instruments at amortized cost .....	316,392	235,567
Debt instruments at FVOCI .....	24,016,184	22,811,423
Loans and advances .....	121,716,465	111,891,134
Other financial assets .....	7,509,528	5,360,634
<b>Credit risk exposures relating to off-balance sheet items<sup>(1)</sup>:</b>		
Loan commitments .....	88,926,181	79,068,816
Financial guarantees and other credit-related contingent liabilities .....	14,869,558	13,693,772
Total .....	<u>¥372,678,085</u>	<u>¥339,156,626</u>

(1) The off-balance sheet items represent the nominal amounts of undrawn loan commitments, financial guarantees and other credit-related contingent liabilities.

Based on the table above, excluding loan commitments (refer to Note 42 “Contingency and Capital Commitments”), the majority of the total exposure to credit risk is derived from “Loans and advances.”

### *Collateral and other credit enhancements*

The Group considers the acquisition of collateral and guarantees as a secondary repayment source to further enhance loan recovery and minimize credit risk. Based on the assessment of a borrower’s real financial condition and potential future cash flows, the Group shall analyze the borrower’s repayment ability and require sufficient collateral in the form of an asset or third-party obligation. This serves to mitigate the inherent credit risk in the exposure, by either improving recoveries in the event of a default or transferring the borrower’s obligation to guarantors. Collateral received is mainly segregated into (1) financial collateral such as cash, deposits and securities, (2) real estate collateral such as land and buildings, and (3) guarantees received from sovereigns, municipal corporations, credit guarantee corporations and other public entities, financial institutions, and other companies.

The Group’s credit risk management is mainly based on an analysis of the repayment ability from the cash flows of the borrower’s business performance, and the collateral and other credit enhancements are considered as secondary repayment sources in the Group’s business practice. At the time of the primary lending decision, the Group evaluates the collateral on an individual borrower basis to consider its financial effect for mitigating credit risk. The re-evaluation of the collateral and other credit enhancements will be performed regularly, depending on the borrower’s creditworthiness. In case there is a significant change in the borrower’s repayment ability due to a deterioration in its creditworthiness and/or its cash flows, the Group may utilize the collateral and other credit enhancements as a source of repayment.

The following table shows the financial effect of collateral and other credit enhancements on impaired loans and advances at March 31, 2024 and 2023. The maximum collateral amounts included in the disclosure are limited to the carrying value of loans and advances where the credit exposure is over-collateralized.

	At March 31,	
	2024	2023
	(In millions)	
Impaired loans and advances .....	¥ 1,338,444	¥ 1,170,662
Financial effect of collateral and other credit enhancements .....	457,358	387,980

***Concentration of risks of loans and advances with credit risk exposure***

An analysis of concentrations of credit risk from loans and advances by geographical sector and industry sector at March 31, 2024 and 2023 is shown below. The concentration by geographical sector is measured based on the domicile of the borrower.

***Geographical sector***

	At March 31,	
	2024	2023
	(In millions)	
Domestic .....	¥ 71,162,406	¥ 67,690,579
Foreign:		
Americas .....	20,773,650	18,168,277
Europe .....	10,243,368	9,070,221
Asia .....	14,184,836	13,185,870
Others .....	6,821,860	5,028,880
Total foreign .....	52,023,714	45,453,248
Gross loans and advances .....	123,186,120	113,143,827
Adjust: Unearned income, unamortized premiums—net and deferred loan fees—net .....	(490,655)	(388,579)
Less: Allowance for loan losses .....	(979,000)	(864,114)
Carrying amount .....	<u>¥121,716,465</u>	<u>¥111,891,134</u>

***Industry sector***

	At March 31,	
	2024	2023
	(In millions)	
<b>Domestic:</b>		
Manufacturing .....	¥ 11,280,268	¥ 10,654,680
Agriculture, forestry, fisheries and mining .....	243,528	379,701
Construction .....	1,107,013	949,426
Transportation, communications and public enterprises .....	6,320,575	6,464,350
Wholesale and retail .....	6,222,405	6,143,314
Finance and insurance .....	3,877,554	3,901,580
Real estate and goods rental and leasing .....	16,921,046	15,604,512
Services .....	5,449,640	4,896,764
Municipalities .....	573,667	687,606
Lease financing .....	48,492	12,712
Consumer <sup>(1)</sup> .....	16,426,993	15,886,487
Others .....	2,691,225	2,109,447
Total domestic .....	<u>71,162,406</u>	<u>67,690,579</u>

	At March 31,	
	2024	2023
	(In millions)	
<b>Foreign:</b>		
Public sector .....	¥ 598,598	¥ 291,238
Financial institutions .....	10,874,863	9,283,249
Commerce and industry .....	33,669,222	30,369,262
Lease financing .....	276,063	295,199
Others .....	6,604,968	5,214,300
Total foreign .....	52,023,714	45,453,248
Gross loans and advances .....	123,186,120	113,143,827
Adjust: Unearned income, unamortized premiums—net and deferred loan fees—net .....	(490,655)	(388,579)
Less: Allowance for loan losses .....	(979,000)	(864,114)
Carrying amount .....	¥121,716,465	¥111,891,134

(1) The balance in Consumer mainly consists of housing loans. The housing loan balances amounted to ¥11,008,530 million and ¥10,784,572 million at March 31, 2024 and 2023, respectively.

The following tables show a disaggregation of the structured finance loans and advances balances, where the repayment source is limited to the cash flows generated by a particular business or asset, and the balances of secured or unsecured consumer loans at March 31, 2024 and 2023. These loans and advances are included in the preceding tables.

#### Structured finance:

	At March 31,	
	2024	2023
	(In millions)	
Real estate finance .....	¥ 5,647,338	¥ 4,581,928
Project finance .....	7,119,699	6,283,946
Other structured finance .....	548,828	509,334
Total structured finance .....	¥ 13,315,865	¥ 11,375,208

#### Consumer:

	At March 31,	
	2024	2023
	(In millions)	
Secured loans <sup>(1)</sup> .....	¥ 11,564,294	¥ 11,386,978
Unsecured loans .....	4,862,699	4,499,509
Total consumer .....	¥ 16,426,993	¥ 15,886,487

(1) The secured loans and advances mainly represent housing loans. The housing loan balances amounted to ¥11,008,530 million and ¥10,784,572 million at March 31, 2024 and 2023, respectively.

#### Credit quality analysis

The following tables set forth information about the gross carrying amount of financial assets and the exposure to credit risk on loan commitments and financial guarantee contracts by stage allocation and internal rating grades of SMBC. Refer to Note 2 “Summary of Material Accounting Policies” for information on stage allocation. Also refer to Note 46 “Financial Risk Management” for information on obligor grading system of SMBC.

	At March 31, 2024			
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
<b>Loans and advances at amortized cost:</b>				
Normal				
J1-6 .....	¥ 49,962,330	¥ 194,336	¥ —	¥ 50,156,666
G1-6 .....	40,835,338	1,282,060	—	42,117,398
Japanese government and local municipal corporations .....	3,411,548	—	—	3,411,548
Other <sup>(1)</sup> .....	24,196,329	74,759	—	24,271,088
Requiring caution				
J7 .....	—	1,013,748	—	1,013,748
G7 .....	—	683,422	—	683,422
Other <sup>(1)</sup> .....	—	193,806	—	193,806
Impaired <sup>(2)</sup> .....	—	—	1,338,444	1,338,444
Gross loans and advances .....	118,405,545	3,442,131	1,338,444	123,186,120
Adjust: Unearned income, unamortized premiums—net and deferred loan fees—net .....				(490,655)
Less: Allowance for loan losses .....	(196,325)	(257,542)	(525,133)	(979,000)
Carrying amount .....				¥121,716,465

(1) The balance of “Other” includes housing loans, which amounted to ¥10,931,412 million and ¥16,295 million for the borrower category of Normal and Requiring Caution, respectively.

(2) “Impaired” refers to loans and advances to borrowers with obligor grades not higher than 7R.

	At March 31, 2023			
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
<b>Loans and advances at amortized cost:</b>				
Normal				
J1-6 . . . . .	¥ 47,453,523	¥ 289,316	¥ —	¥ 47,742,839
G1-6 . . . . .	34,975,850	1,177,231	—	36,153,081
Japanese government and local municipal corporations . . . . .	2,981,570	—	—	2,981,570
Other <sup>(1)</sup> . . . . .	22,843,553	291,913	—	23,135,466
Requiring caution				
J7 . . . . .	—	838,655	—	838,655
G7 . . . . .	—	842,888	—	842,888
Other <sup>(1)</sup> . . . . .	—	278,666	—	278,666
Impaired <sup>(2)</sup> . . . . .	—	—	1,170,662	1,170,662
Gross loans and advances . . . . .	108,254,496	3,718,669	1,170,662	113,143,827
Adjust: Unearned income, unamortized premiums—net and deferred loan fees—net . . . . .				(388,579)
Less: Allowance for loan losses . . . . .	(187,455)	(240,494)	(436,165)	(864,114)
Carrying amount . . . . .				¥111,891,134

- (1) The balance of “Other” includes housing loans, which amounted to ¥10,697,842 million and ¥16,624 million for the borrower category of Normal and Requiring Caution, respectively.
- (2) “Impaired” refers to loans and advances to borrowers with obligor grades not higher than 7R.

Modified loans and advances that were subject to lifetime ECL measurement amounted to ¥92,412 million and ¥43,604 million for the fiscal years ended March 31, 2024 and 2023, respectively. The net modification gain or loss is not material.

At March 31, 2024				
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
(In millions)				
<b>Loan commitments and financial guarantees<sup>(1)</sup>:</b>				
Gross carrying amount	¥48,772,715	¥ 852,452	¥63,287	¥49,688,454
Allowance for off-balance sheet items	33,480	43,751	6,300	83,531
At March 31, 2023				
	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
(In millions)				
<b>Loan commitments and financial guarantees<sup>(1)</sup>:</b>				
Gross carrying amount	¥43,212,638	¥1,009,650	¥68,585	¥44,290,873
Allowance for off-balance sheet items	48,584	36,163	15,241	99,988

- (1) Loan commitments are the undrawn components of loan commitments on which ECL can be separately identified from those on the drawn components.

#### ***Movements in ECL allowance***

The following tables show reconciliations from the opening balance to the closing balance of the ECL allowance by class of financial instrument.

	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
(In millions)				
<b>Loans and advances at amortized cost<sup>(1)</sup>:</b>				
Balance at April 1, 2022	¥ 162,919	¥ 247,020	¥ 583,115	¥ 993,054
Transfer to 12-month ECL	2,300	(2,037)	(263)	—
Transfer to lifetime ECL not credit-impaired	(3,495)	6,485	(2,990)	—
Transfer to lifetime ECL credit-impaired	(9,959)	(14,605)	24,564	—
Net transfers between stages	(11,154)	(10,157)	21,311	—
Provision (credit) for loan losses	29,264	(5,591)	114,503	138,176
Charge-offs	—	—	310,284	310,284
Recoveries	—	—	16,948	16,948
Net charge-offs	—	—	293,336	293,336
Others <sup>(2)</sup>	6,426	9,222	10,572	26,220
Balance at March 31, 2023	187,455	240,494	436,165	864,114
Transfer to 12-month ECL	5,914	(5,403)	(511)	—
Transfer to lifetime ECL not credit-impaired	(7,662)	9,906	(2,244)	—
Transfer to lifetime ECL credit-impaired	(3,031)	(13,786)	16,817	—
Net transfers between stages	(4,779)	(9,283)	14,062	—



	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
Provision for loan losses	2,428	15,774	204,692	222,894
<i>Of which refinement of the ECL models<sup>(3)</sup></i>	<i>(18,941)</i>	<i>(22,043)</i>	<i>—</i>	<i>(40,984)</i>
Charge-offs	—	—	184,608	184,608
Recoveries	—	—	16,904	16,904
Net charge-offs	—	—	167,704	167,704
Others <sup>(2)</sup>	11,221	10,557	37,918	59,696
Balance at March 31, 2024	¥196,325	¥ 257,542	¥ 525,133	¥979,000

- (1) “Loans and advances at amortized cost” includes allowance for undrawn components of loan commitments issued to retail customers which cannot be separately identified from that for the drawn components.
- (2) Others mainly include foreign exchange translations.
- (3) The refinement of the ECL models is primarily the subdivision of the foreign region (Global) into three (US, European, and Asia-Pacific region) and the addition of key drivers for credit risks and losses such as short-term interest rate of Japan. This refinement constitutes a continued improvement towards more responsive models and is intended to better reflect the diversified growth trend of the portfolio in each foreign region and the effect of the lifting of the negative interest rate policy by the Bank of Japan.

For the fiscal year ended March 31, 2024, the ECL allowance increased by ¥114,886 million from ¥864,114 million at March 31, 2023 to ¥979,000 million at March 31, 2024.

The increase was primarily due to an increase in the allowance for lifetime ECL credit-impaired, which increased by ¥88,968 million for the fiscal year ended March 31, 2024. This was primarily due to an increase in the provision for loan losses related to some large corporate borrowers and the translation impact of the depreciation of the yen.

For additional information, refer to Note 3 “Critical Accounting Estimates and Judgments.”

	12-month ECL	Lifetime ECL not credit- impaired	Lifetime ECL credit-impaired	Total
	(In millions)			
<b>Loan commitments and financial guarantees<sup>(1)</sup>:</b>				
Balance at April 1, 2022	¥ 34,473	¥ 41,756	¥ 12,034	¥ 88,263
Net transfers between stages	90	(1,054)	964	—
Provision (credit) for off-balance sheet items	12,584	(4,539)	2,243	10,288
Others	1,437	—	—	1,437
Balance at March 31, 2023	48,584	36,163	15,241	99,988
Net transfers between stages	(1,107)	2,182	(1,075)	—
Provision (credit) for off-balance sheet items	(15,338)	5,406	(7,866)	(17,798)
Others	1,341	—	—	1,341
Balance at March 31, 2024	¥ 33,480	¥ 43,751	¥ 6,300	¥ 83,531

- (1) ECL allowance for loan commitments is that for the undrawn components of loan commitments, which can be separately identified from that for the drawn components.

### ***Trading assets, financial assets at fair value through profit or loss and investment securities***

The following tables show an analysis of trading assets, financial assets at fair value through profit or loss and debt instruments at amortized cost and at fair value through other comprehensive income based on the external rating system at March 31, 2024 and 2023, excluding instruments with equity features. Collateral is generally not obtained directly from the issuers.

At March 31, 2024				
	Trading assets <sup>(1)</sup>	Financial assets at fair value through profit or loss <sup>(1)</sup>	Debt instruments at amortized cost <sup>(1)(2)</sup>	Debt instruments at fair value through other comprehensive income <sup>(1)(2)</sup>
	(In millions)			
AAA .....	¥ 71,032	¥ —	¥ —	¥ 2,207,908
AA- to AA+ .....	4,755,302	33,391	236,798	20,435,445
A- to A+ .....	360,440	10,517	—	913,176
Lower than A- .....	332,322	51,449	77,884	1,057,963
Unrated .....	73,073	17,054	1,710	228,214
Total .....	¥ 5,592,169	¥ 112,411	¥ 316,392	¥ 24,842,706

At March 31, 2023				
	Trading assets <sup>(1)</sup>	Financial assets at fair value through profit or loss <sup>(1)</sup>	Debt instruments at amortized cost <sup>(1)(2)</sup>	Debt instruments at fair value through other comprehensive income <sup>(1)(2)</sup>
	(In millions)			
AAA .....	¥ 644,180	¥ 6,000	¥ —	¥ 10,034,033
AA- to AA+ .....	3,147,681	31,296	165,593	11,992,005
A- to A+ .....	223,843	14,669	—	399,783
Lower than A- .....	126,281	85,739	68,995	984,062
Unrated .....	13,343	600	979	173,750
Total .....	¥ 4,155,328	¥ 138,304	¥ 235,567	¥ 23,583,633

(1) The amounts represent fair value for trading assets and financial assets at fair value through profit or loss, whereas they represent the gross carrying amount for debt instruments at amortized cost and at fair value through other comprehensive income.

(2) There were no debt instruments at amortized cost or debt instruments at fair value through other comprehensive income subject to lifetime ECL at March 31, 2024 and 2023.

### ***Credit risk from derivative financial instruments***

The Group maintains control limits on derivative positions, by both amount and term. At any one time, the amount subject to credit risk is limited to the fair value of derivative financial instruments that are favorable to the Group (i.e., assets where their fair value is positive).

The Group's credit risk from derivatives is mitigated where possible through netting agreements whereby derivative assets and liabilities with the same counterparty can be offset. Netting agreements, such as the ISDA master agreement, allow the netting of obligations arising under all of the derivative transactions that the agreement covers upon the counterparty's default, regardless of maturity and currency, resulting in a single net claim against the counterparty. The Group's credit risk is also mitigated by collateral arrangements through the credit support annex, resulting in collateral delivered or received regularly based on the replacement costs of derivatives.

### **Market Risk and Liquidity Risk**

Market risk is the possibility that fluctuations in interest rates, foreign exchange rates, stock prices or other market prices will change the market value of financial products, leading to a loss. The purpose of market risk management is to keep the market risk exposure to a permissible level relative to capital.

Liquidity risk is defined as the uncertainty around the ability to meet debt obligations without incurring unacceptably large losses. An example of such risk is the possible inability to meet current and future cash flow/collateral needs, both expected and unexpected. In such cases, the Group may be required to raise funds at less than favorable rates or be unable to raise sufficient funds for settlement. The purpose of liquidity risk management is to ensure that the Group is in a position to address its liquidity obligations through monitoring the liquidity gap between assets and liabilities, and by maintaining highly liquid supplementary funding resources.

On the basis of the Group-wide basic policies for risk management, the Group has a quantitative management process to control market and liquidity risks on a Group-wide basis. The Group at least annually reviews and identifies which companies primarily carry the market and liquidity risks within the Group. The Group sets permissible level limits of risk for each identified company in consideration of those companies' business plans. The Group ensures that each identified company establishes a risk management system that is appropriate to the risks it faces, and has built-in transparent risk management processes which clearly separate front, middle and back office operations, and establishes a control system of mutual checks and balances.

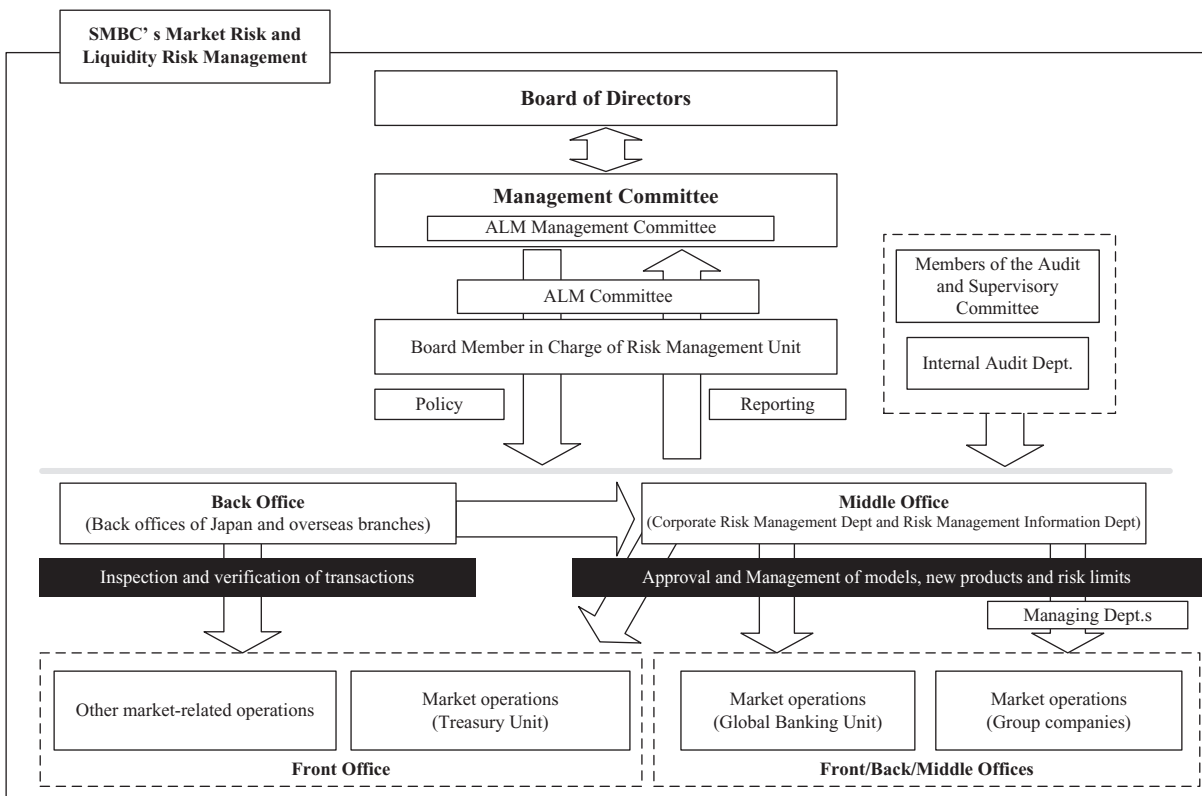
### ***Framework for market and liquidity risk management***

The board of directors authorizes important matters related to the management of market and liquidity risks, such as the basic policies and risk appetite, which are decided by the Management Committee. The Corporate Risk Management Department and the Risk Management Information Department, which are independent from the business units that directly handle market transactions, manage market and liquidity risks in an integrated manner. The Corporate Risk Management Department and the Risk Management Information Department not only monitor the current risk situations but also report regularly to the Management Committee and the board of directors.

Additionally, the Asset Liability Management (“ALM”) Committee meets on a quarterly basis to examine reports on the state of market and liquidity risk management and to discuss the Group’s ALM operation policies. Furthermore, SMBC’s ALM Committee meets on a monthly basis to examine reports on the state of market and liquidity risks, and to discuss SMBC’s ALM operations.

Under the Group’s internal audit system, internal audits are also periodically performed to verify that the risk management framework is functioning properly.

The following chart shows the market and liquidity risk management system of SMBC.



### ***Market risk management methods***

The Group manages market risk capital derived from trading activities and non-trading activities, including equity holding investments and other transactions in the Risk Appetite Framework by taking into account SMFG's shareholders' equity and other principal indicators of the financial position. The Group also establishes an upper limit on VaR and losses as Risk Appetite Measures.

The Group's market risk can be divided into various factors: interest rates, foreign exchange rates, equity prices and option risks. The Group manages each of these risks by employing the VaR method as well as supplemental indicators suitable for managing each risk, such as the basis point value ("BPV").

VaR is the largest predicted loss that is possible given a fixed confidence interval. For example, the Group's VaR indicates the largest loss that is possible for a holding period of one day and a confidence interval of 99.0%. BPV is the amount of change in assessed value as a result of a one-basis-point (0.01%) movement in interest rates.

### ***Value at risk***

The principal Group companies' internal VaR model makes use of historical data to prepare scenarios for market fluctuations and, by conducting simulations of gains and losses on a net position basis, the model estimates the maximum losses that may occur. The VaR calculation method the Group employs for both trading and non-trading activities is based mainly on the following:

- the historical simulation method;
- a one-sided confidence interval of 99.0%;
- a one-day holding period (a one-year holding period for the equity holding investment portfolio); and
- an observation period of four years (ten years for the equity holding investment portfolio).

This method is reviewed periodically and refined, if necessary.

The relationship between the VaR calculated by the model and the hypothetical profit and loss data is back-tested periodically. There were no significant excess losses in the back-testing results including the trading accounts. The back-testing results are reviewed by management, which also monitors the ongoing suitability of the VaR model.

The following tables show the Group's VaR by risk category and these figures are prepared based on the internal reporting provided to management. The Group's material market risk exposure categories consist of interest rate risk, foreign exchange risk, equities and commodities risk and others. The section headed "VaR for Trading Activity" shows VaR for instruments entered into for trading purposes and the VaR model for the trading book includes principal consolidated subsidiaries. The section headed "VaR for Non-Trading Activity" shows VaR for instruments entered into for purposes other than trading purposes. "Equity Holding Investment" in the "VaR for Non-Trading Activity" section is a portfolio that consists principally of publicly traded Japanese equities. This portfolio, like that of other financial institutions in Japan, has historically included shares of the Group's customers.

(a) VaR for Trading Activity

	Interest rate risk	Foreign exchange risk	Equities and commodities risk (In billions)	Others	Total <sup>(1)</sup>
<b>For the fiscal year ended March 31, 2024:</b>					
SMBC Consolidated					
Maximum .....	¥ 39.6	¥ 33.5	¥ 2.8	¥ 14.1	¥ 21.5
Minimum .....	5.1	2.6	0.1	5.1	10.9
Daily average .....	10.4	7.8	1.3	9.5	15.3
At March 31, 2024 .....	5.6	4.0	0.1	13.3	17.5
SMFG Consolidated					
Maximum .....	¥ 49.6	¥ 34.9	¥ 12.8	¥ 14.1	¥ 46.4
Minimum .....	15.7	3.8	5.2	5.1	27.2
Daily average .....	22.5	9.0	7.4	9.5	34.4
At March 31, 2024 .....	19.5	5.2	8.1	13.3	40.0
	Interest rate risk	Foreign exchange risk	Equities and commodities risk (In billions)	Others	Total <sup>(1)</sup>
<b>For the fiscal year ended March 31, 2023:</b>					
SMBC Consolidated					
Maximum .....	¥ 75.3	¥ 73.7	¥ 1.7	¥ 9.5	¥ 15.3
Minimum .....	12.8	11.9	0.2	4.8	10.5
Daily average .....	54.3	49.4	0.7	7.0	12.6
At March 31, 2023 .....	27.9	22.6	0.2	5.7	11.6
SMFG Consolidated					
Maximum .....	¥ 84.4	¥ 75.1	¥ 7.6	¥ 9.5	¥ 31.8
Minimum .....	21.7	13.2	4.3	4.8	25.2
Daily average .....	63.5	50.8	6.1	7.0	28.4
At March 31, 2023 .....	37.6	23.9	5.5	5.7	27.7

(1) Total for “Maximum,” “Minimum,” and “Daily average” represents the maximum, minimum and daily average of the total of the trading book. For certain subsidiaries, the Group employs the standardized method and/or the historical simulation method for the VaR calculation method.

(b) VaR for Non-Trading Activity

(i) Banking

	Interest rate risk	Foreign exchange risk	Equities and commodities risk (In billions)	Others	Total <sup>(1)</sup>
<b>For the fiscal year ended March 31, 2024:</b>					
SMBC Consolidated					
Maximum .....	¥ 91.4	¥ 0.5	¥ 32.6	¥ 0.0	¥ 98.1
Minimum .....	60.7	0.0	4.0	0.0	64.1
Daily average .....	75.8	0.0	21.3	0.0	84.6
At March 31, 2024 .....	78.0	0.0	31.8	0.0	93.5
SMFG Consolidated					
Maximum .....	¥ 92.8	¥ 0.5	¥ 32.6	¥ 0.0	¥ 99.5
Minimum .....	62.1	0.0	4.0	0.0	65.5
Daily average .....	77.1	0.0	21.3	0.0	85.9
At March 31, 2024 .....	79.6	0.0	31.8	0.0	95.1

	Interest rate risk	Foreign exchange risk	Equities and commodities risk (In billions)	Others	Total <sup>(1)</sup>
<b>For the fiscal year ended March 31, 2023:</b>					
SMBC Consolidated					
Maximum .....	¥ 67.3	¥ 0.7	¥ 18.3	¥ 0.0	¥ 73.4
Minimum .....	40.1	0.0	3.3	0.0	43.6
Daily average .....	53.6	0.2	8.6	0.0	57.1
At March 31, 2023 .....	63.3	0.0	11.3	0.0	68.0
SMFG Consolidated					
Maximum .....	¥ 68.0	¥ 0.7	¥ 18.3	¥ 0.0	¥ 74.0
Minimum .....	41.2	0.0	3.3	0.0	44.7
Daily average .....	54.5	0.2	8.6	0.0	58.0
At March 31, 2023 .....	64.7	0.0	11.3	0.0	69.4

(1) Total for “Maximum,” “Minimum,” and “Daily average” represents the maximum, minimum and daily average of the total of the banking book.

(ii) Equity Holding Investment

	Equities risk (In billions)
<b>For the fiscal year ended March 31, 2024:</b>	
SMBC Consolidated	
Maximum .....	¥ 1,263.3
Minimum .....	970.9
Daily average .....	1,135.0
At March 31, 2024 .....	1,252.7
SMFG Consolidated	
Maximum .....	¥ 1,582.6
Minimum .....	1,189.3
Daily average .....	1,401.0
At March 31, 2024 .....	1,567.2
	Equities risk (In billions)
<b>For the fiscal year ended March 31, 2023:</b>	
SMBC Consolidated	
Maximum .....	¥ 1,047.4
Minimum .....	879.5
Daily average .....	961.3
At March 31, 2023 .....	1,003.2
SMFG Consolidated	
Maximum .....	¥ 1,241.1
Minimum .....	1,067.2
Daily average .....	1,163.0
At March 31, 2023 .....	1,224.8

*Stress tests*

The market occasionally undergoes extreme fluctuations that exceed projections. Therefore, to manage market risk, it is important to run simulations of situations that may occur only once in many years, or so-called stress tests. To prepare for unexpected market swings, the Group performs stress tests on a monthly basis based on various scenarios.

The limitations of the VaR methodology include the following:

- The use of historical data as a proxy for estimating future events may underestimate the probability of extreme market movements. Past market movement is not necessarily a good indicator of future events;
- The use of a holding period assumes that all positions can be liquidated or hedged in that period of time. This assumption does not fully capture the market risk arising during periods of illiquidity, when liquidation or hedging in that period of time may not be possible;
- The use of a confidence level neither takes account of, nor makes any statement about, any losses that might occur beyond this level of confidence; and
- VaR does not capture all of the complex effects of the risk factors on the value of positions and portfolios and could underestimate potential losses.

*Additional information for the certain risks*

(a) Interest rate risk

To supplement the above limitations of VaR methodologies, the Group adopts various indices to measure and monitor the sensitivity of interest rates, including delta, gamma and vega risks. The Group considers BPV as one of the most significant indices to manage interest rate risk. BPV is the amount of change in the value to the banking and trading book as a result of a one-basis-point (0.01%) movement in interest rates. The principal Group companies use BPV to monitor interest rate risk, not only on a net basis, but also by term to prevent the concentration of interest rate risk in a specific period. In addition, as previously addressed, the Group enhances the risk management methods of VaR and BPV by using them in combination with back-testing and stress tests.

Interest rate risk substantially changes depending on the method used for recognizing the expected maturity dates of demand deposits that can be withdrawn at any time, or the method used for estimating the timing of cancellation prior to maturity of time deposits and consumer housing loans. At SMBC, the maturity of demand deposits that are expected to be left with the bank for a prolonged period is regarded to be, at the longest, five years (2.5 years on average), and the cancellation prior to maturity of time deposits and consumer housing loans is estimated based on historical data.

Based on the new standards for interest rate risk in the banking book issued by the Basel Committee on Banking Supervision (“BCBS”) in April 2016, the FSA revised the related regulatory guidelines pertaining to monitoring of interest rate risks in the banking book in December 2017. The revised disclosure requirements with respect to the changes in economic value of equity (“ΔEVE”) in the banking book as a result of interest rate shocks have been applied from March 31, 2018. ΔEVE is defined as a decline in economic value as a result of an interest rate shock. It is calculated by multiplying the interest rate sensitivity (excluding credit spread) and interest rate change. The FSA implements a “materiality test” to identify banks taking excessive interest rate risks. Under the materiality test, the FSA monitors the ratio of ΔEVE to Tier 1 capital based on a set of prescribed interest rate shock scenarios. The threshold applied by the FSA is 15% and the ratios for SMBC on a consolidated basis at March 31, 2024 and 2023 were 2.5% and 2.9%, respectively and those for SMFG on a consolidated basis at March 31, 2024 and 2023 were 2.2% and 2.5%, respectively.

(b) Foreign exchange risk

The principal Group companies set risk limits for each currency to manage the concentration of the foreign currency position. The foreign exchange risk is immaterial as shown above in VaR by risk category.

(c) Equity holding investment risk

The Group establishes limits on allowable risk for equity holding investments and monitors the observance of those limits to keep stock price fluctuation risk within acceptable parameters. The Group has been reducing its equity holding investments, and the balance is within a permitted level, which is less than 100% of the Group’s Tier 1 Capital.



### *Liquidity risk management methods*

At Group, liquidity risk is regarded as one of the major risks. The Group's liquidity risk management is based on a framework consisting of setting Risk Appetite Measures and establishing contingency plans.

The Risk Appetite Measures are measures for selecting the types and levels of risk that the Group is willing to take on or tolerate. As the level of liquidity risk is evaluated based on cash flow and balance sheet conditions, Risk Appetite Measures have been set for both of these areas. These measures include the Liquidity Coverage Ratio, a liquidity regulation, as well as a measure of the periods for which it will be possible to maintain funding levels even under stress due to deposit outflows or other factors, and the ratio which shows how much the stable funding covers the funding for loans and other assets.

The tolerated levels of risk are set based on account funding status, cash management planning, economic environments and other factors, and measures are monitored on a daily or monthly basis in order to limit reliance on short-term funding and appropriately manage liquidity.

As a framework to complement the Risk Appetite Measures, upper limits are set in place on both a Group company basis and individual branch bases with regard to funding gaps, which are defined as a maturity mismatch between the source of funds and use of funds.

Furthermore, contingency plans are established in preparation for emergency situations. These plans contain information on chains of command and lines of reporting as well as detailed action plans depending on the existing situation (i.e., normal, concerned, or crisis). Meanwhile, SMBC carries out quantitative management of alert indications based on early warning indicators established to assist the bank in promptly and systematically detecting liquidity risks.

### *Maturity analysis of financial liabilities at March 31, 2024 and 2023*

The following tables show a maturity analysis of the contractual undiscounted cash flows for financial liabilities at March 31, 2024 and 2023. The amount of interest on debt instruments is not included in the maturity tables below due to its insignificance.

At March 31, 2024							
	On demand	Not later than three months	Later than three months and not later than one year	Later than one year and not later than three years	Later than three years and not later than five years	Later than five years	Total
(In millions)							
<b>Non-derivative financial instruments:</b>							
Deposits . . . . .	¥124,948,217	¥38,316,007	¥14,347,019	¥ 2,665,810	¥ 710,143	¥1,120,429	¥182,107,625
Call money and bills sold . . . .	12,753	3,116,809	5,899	2,588	—	—	3,138,049
Repurchase agreements and cash collateral on securities lent . . . . .	268,070	19,488,046	410,842	—	—	—	20,166,958
Trading liabilities . . . . .	4,924,490	—	—	—	—	—	4,924,490
Financial liabilities designated at fair value through profit or loss . . . . .	—	4,223	17,928	89,206	60,952	349,978	522,287
Borrowings . . . . .	135,527	1,527,324	4,562,586	4,210,119	3,084,857	2,186,734	15,707,147
Debt securities in issue . . . . .	—	3,598,452	1,275,564	3,735,948	2,310,650	3,788,930	14,709,544
Lease payable . . . . .	—	20,099	64,456	117,446	78,843	177,791	458,635
Other financial liabilities . . . . .	3,033,285	7,479,845	4,500	—	—	5,418	10,523,048

At March 31, 2024							
	On demand	Not later than three months	Later than three months and not later than one year	Later than one year and not later than three years	Later than three years and not later than five years	Later than five years	Total
(In millions)							
<b>Off balance sheet items:</b>							
Loan commitments	88,926,181	—	—	—	—	—	88,926,181
Financial guarantees and other credit-related contingent liabilities	14,869,558	—	—	—	—	—	14,869,558
Total non-derivative financial instruments	¥237,118,081	¥73,550,805	¥20,688,794	¥10,821,117	¥6,245,445	¥7,629,280	¥356,053,522
<b>Derivative financial instruments</b>	¥ 11,207,740	¥ 550	¥ 22,452	¥ 162,517	¥ 115,602	¥ 368,612	¥ 11,877,473
At March 31, 2023							
	On demand	Not later than three months	Later than three months and not later than one year	Later than one year and not later than three years	Later than three years and not later than five years	Later than five years	Total
(In millions)							
<b>Non-derivative financial instruments:</b>							
Deposits	¥116,227,911	¥38,303,894	¥14,106,445	¥ 2,733,806	¥ 676,254	¥ 892,141	¥172,940,451
Call money and bills sold	16,663	2,518,257	31,805	2,331	—	—	2,569,056
Repurchase agreements and cash collateral on securities lent	90,371	17,492,532	134,994	67,350	779	—	17,786,026
Trading liabilities	3,291,089	—	—	—	—	—	3,291,089
Financial liabilities designated at fair value through profit or loss	—	28,772	51,658	73,688	83,030	228,642	465,790
Borrowings	231,603	907,174	1,827,402	7,606,743	2,535,474	1,862,586	14,970,982
Debt securities in issue	—	2,338,572	1,321,930	2,992,801	2,659,646	3,252,632	12,565,581
Lease payable	—	17,860	59,069	107,121	76,395	183,993	444,438
Other financial liabilities	3,221,035	5,199,330	97,469	—	—	4,378	8,522,212
<b>Off balance sheet items:</b>							
Loan commitments	79,068,816	—	—	—	—	—	79,068,816
Financial guarantees and other credit-related contingent liabilities	13,693,772	—	—	—	—	—	13,693,772
Total non-derivative financial instruments	¥215,841,260	¥66,806,391	¥17,630,772	¥13,583,840	¥6,031,578	¥6,424,372	¥326,318,213
<b>Derivative financial instruments</b>	¥ 9,909,806	¥ —	¥ 8,216	¥ 101,245	¥ 147,303	¥ 330,285	¥ 10,496,855

Notes:

1. Embedded derivatives which are separately accounted for, but presented together with the host contract in the consolidated statements of financial position are not included in the tables above as they relate to the interest cash flows of the host contract, which are also not included in the tables above.
2. Derivative financial instruments are recorded at fair value. Except for items designated as hedging instruments for fair value hedge, they are included in the column "On demand."

*Balance of loans and advances, and deposits at March 31, 2024 and 2023*

The following table presents the balance of loans and advances, and deposits at March 31, 2024 and 2023. The balance of deposits at March 31, 2024 and 2023 exceeded the balance of loans and advances at the same time due to the stable deposit base in Japan.

	At March 31,	
	2024	2023
	(In millions)	
Loans and advances .....	¥121,716,465	¥111,891,134
Deposits .....	182,097,319	172,927,810

The following table presents a breakdown of deposits by domestic and foreign offices. Domestic inter-bank money is classified as “Call money and bills sold” and not included in “Deposits” in the consolidated statements of financial position. Domestic deposits are mainly composed of corporate and individual customer deposits.

	At March 31,	
	2024	2023
	(In millions)	
<b>Domestic offices:</b>		
Non-interest-bearing demand deposits .....	¥ 34,511,806	¥ 30,778,301
Interest-bearing demand deposits .....	74,426,922	70,401,409
Deposits at notice .....	690,015	828,110
Time deposits .....	16,551,537	17,245,011
Negotiable certificates of deposit .....	3,583,425	4,470,206
Others .....	8,500,540	9,058,983
Total domestic offices .....	138,264,245	132,782,020
<b>Foreign offices:</b>		
Non-interest-bearing demand deposits .....	3,027,357	2,771,762
Interest-bearing demand deposits .....	5,811,763	4,783,003
Deposits at notice .....	12,443,021	13,618,520
Time deposits .....	11,332,102	10,278,686
Negotiable certificates of deposit .....	11,088,851	8,555,350
Others .....	129,980	138,469
Total foreign offices .....	43,833,074	40,145,790
Total deposits .....	¥182,097,319	¥172,927,810

## Capital Management

The Group manages its capital by taking into consideration regulatory compliance and business development.

The Group’s capital management objectives are to maintain sufficient capital resources to meet the capital adequacy requirements and to maintain a strong capital base to support the development of its business.

### *External regulatory capital requirement*

The Group, the Company and its principal banking subsidiaries in Japan rigidly abide by the capital adequacy guidelines set by the FSA. Japan’s capital adequacy guidelines are based on the Basel Capital Accord, which was proposed by the BCBS for uniform application to all banks which have international operations in industrialized countries. Japan’s capital adequacy guidelines may be different from those of central banks or

supervisory bodies of other countries because they have been designed by the FSA to suit the Japanese banking environment. The Group's banking subsidiaries outside of Japan are also subject to the local capital ratio requirements.

In December 2010, the BCBS published the new Basel III rules text to implement the Basel III framework, which sets out higher and better-quality capital, better risk coverage, the introduction of a leverage ratio as a backstop to the risk-based requirement, measures to promote the build-up of capital that can be drawn down in periods of stress, and the introduction of two global liquidity standards. The main measures of the minimum capital requirements in the Basel III framework began in January 2013 and have been fully applied from January 2019. The minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 4.5%, 6% and 8%, respectively since January 2015. Moreover, banks have been required to hold a capital conservation buffer of 2.5% to withstand future periods of stress since January 2019. As a result, taking the capital conservation buffer into account, the minimum common equity requirement, the minimum Tier 1 capital requirement and the total minimum capital requirement have been 7%, 8.5% and 10.5%, respectively since January 2019. Furthermore, a countercyclical buffer within a range of 0% to 2.5% of common equity or other fully loss-absorbing capital has been implemented according to national circumstances and the Group is required to hold a countercyclical buffer of 0.15% at March 31, 2024.

In addition to the above-mentioned minimum capital requirements and capital buffer requirements under Basel III, organizations identified by the Financial Stability Board ("FSB") as Global Systemically Important Banks ("G-SIBs"), which includes the Group, are required to maintain an additional 1% to 2.5% of Common Equity Tier 1 capital as a percentage of risk-weighted assets based on the organization's size, interconnectedness, substitutability, complexity and cross-jurisdictional activity as determined by the FSB. The amount of G-SIB capital surcharge that applies to the Group based on the FSB's determination is 1%. The FSB updates its list of G-SIBs on an annual basis.

To reflect the Basel III framework, the FSA changed its capital adequacy guidelines. The minimum Common Equity Tier 1 capital requirement, Tier 1 capital requirement and total capital requirement have been 4.5%, 6% and 8%, respectively since March 2015. The capital conservation buffer, countercyclical buffer and the G-SIB capital surcharge started to be phased in from March 2016 and have been fully applied from March 2019 under the FSA capital adequacy guidelines.

In accordance with the changes of the FSA capital adequacy guidelines, the Group changed its classification of capital into three tiers, referred to as Common Equity Tier 1 capital, Additional Tier 1 capital and Tier 2 capital as follows:

Common Equity Tier 1 capital consists primarily of capital stock, capital surplus and retained earnings relating to common shares, and non-controlling interests that meet the criteria for inclusion in Common Equity Tier 1 capital.

Additional Tier 1 capital consists primarily of perpetual subordinated bonds.

Tier 2 capital consists primarily of subordinated debt securities.

The FSA capital adequacy guidelines permit Japanese banks to choose from the standardized approach, the foundation internal ratings-based ("IRB") approach and the advanced IRB approach for credit risk. Banks are permitted to calculate the Internal Loss Multiplier ("ILM") using internal loss data for operational risk, provided that specific conditions are met. To be eligible to adopt the foundation IRB approach or the advanced IRB approach for credit risk, and to calculate the ILM with internal loss data for operational risk, a Japanese bank must establish advanced risk management systems and receive prior approval from the FSA.

Adopting these approved approaches, the Group has complied with all externally imposed capital requirements throughout the period.

Failure of a Japanese bank, bank holding company or other financial institution to maintain the required risk-weighted capital ratios, may result in administrative actions or sanctions imposed by the FSA.

### ***Regulatory capital***

The table below presents the Group's total capital ratio, total capital and risk-weighted assets under Japanese GAAP at March 31, 2024 and 2023 based on the Basel III rules.

	At March 31,	
	2024	2023
	(In billions, except percentages)	
SMFG Consolidated:		
Total risk-weighted capital ratio . . . . .	15.29%	15.98%
Tier 1 risk-weighted capital ratio . . . . .	14.33%	14.94%
Common Equity Tier 1 risk-weighted capital ratio . . . . .	12.91%	14.02%
Total capital (Common Equity Tier 1 capital + Additional Tier 1 capital + Tier 2 capital) . . . . .	¥ 14,197.9	¥ 12,350.8
Tier 1 capital (Common Equity Tier 1 capital + Additional Tier 1 capital) . . . .	13,311.6	11,548.9
Common Equity Tier 1 capital . . . . .	11,992.6	10,839.0
Risk-weighted assets . . . . .	92,848.6	77,285.0
The amount of minimum total capital requirements <sup>(1)</sup> . . . . .	7,427.9	6,182.8

(1) The amount of minimum total capital requirements is calculated by multiplying risk-weighted assets by 8%.

## **47 INTEREST RATE BENCHMARK REFORM**

The Group put in place a Group-wide interbank offered rate (“IBOR”) transition project team in May 2019 involving all the Group's business lines and functions. This project team's objective was to provide smooth and efficient global coordination for the transition from IBORs to alternative reference rates, expected to take place by the end of 2021 or mid-2023. The project team formed working groups and work streams based on each region's background for the IBOR transition project. The working groups and work streams executed the plans based on each region's background for the IBOR transition project, while taking into consideration the common objective and achievement globally. As of March 31, 2022, necessary system developments and most of the transition from the London Interbank Offered Rate (“LIBOR”) settings ceasing at the end of 2021 to alternative reference rates, which were included in the project team's primary tasks, were completed. The planning departments of each business line took over the role from the project teams and continued to engage with customers during the fiscal year ended March 31, 2023. As of March 31, 2023, the Group had completed all of the transition from the LIBOR settings ceasing at the end of 2021 to alternative reference rates.

Interest rate benchmark reform exposes the Group to various risks. The key risks identified include conduct risk, litigation risk, operational risk, market risk and accounting risk. Although those risks have not materialized at March 31, 2024, the progress continues to be monitored and particular attention continues to be paid to the remaining contracts referencing synthetic USD LIBOR which will cease to be published on September 30, 2024.

As of March 31, 2024, as a result of efforts, including negotiation of contracts with customers and taking part in large scale transition events at Central Counterparty Clearing Houses such as London Clearing House, the Group had transitioned most of its financial instruments referencing the USD LIBOR settings which ceased as of June 30, 2023. The remaining contracts subject to remediation mainly consist of the contracts that will switch to using alternative reference rates at the next reset after March 31, 2024. They also include, to a limited extent, the contracts referencing synthetic USD LIBOR that the Group utilized as a temporary solution. The Group continues to engage with customers to remediate them.

The following table shows quantitative information about financial instruments that have yet to be referencing the USD LIBOR at March 31, 2024 and 2023. The amounts in the table below are the aggregation of the amounts used for regulatory reporting of SMFG, SMBC, SMBC's subsidiaries and SMBC Nikko Securities.

	At March 31, 2024	At March 31, 2023
	(In billions)	
Carrying amount of non-derivative financial assets . . . . .	¥ 2,132	¥ 9,568
Carrying amount of non-derivative financial liabilities . . . . .	—	1,351
Derivative notional amounts <sup>(1)</sup> . . . . .	928	247,066

(1) The amounts of hedging instruments directly affected by the interest rate benchmark reform were nil and ¥4,716 billion at March 31, 2024 and 2023, respectively.

## 48 RELATED-PARTY TRANSACTIONS

### Transactions with Related Parties

The Group considers that its related parties include subsidiaries, associates, joint ventures, key management personnel and close family members of key management personnel. Any transactions between the Group and its subsidiaries meet the definition of related-party transactions. However, because these transactions are eliminated on consolidation, they are not disclosed as related-party transactions. Transactions between the Group and its related parties are conducted on substantially the same terms as third-party transactions.

The transaction amounts included in the accounts, in aggregate, by category of related party were as follows:

#### *Transactions with associates, joint ventures and other entities*

	At March 31,	
	2024	2023
	(In millions)	
<b>Assets:</b>		
Loans and advances . . . . .	¥2,160,444	¥2,276,216
Others . . . . .	72,049	186,617
<b>Liabilities:</b>		
Deposits . . . . .	¥ 460,472	¥ 290,452
Others . . . . .	72,762	56,801
	For the fiscal year ended March 31,	
	2024	2023
	(In millions)	
<b>Income statements:</b>		
Income (interest income, fee and commission income, and others) . . . . .	¥101,016	¥ 87,521
Expense (interest expense and others) . . . . .	59,968	43,473
		¥ 68,780
		25,046

Financial guarantees issued by the Group for its associates at March 31, 2024 and 2023 were ¥456,453 million and ¥285,898 million, respectively.

Loan commitments to associates and joint ventures at March 31, 2024 and 2023 were ¥1,113,710 million and ¥1,018,229 million, respectively.

### *Transactions with key management personnel and their close family members*

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly. The Group considers the members of the board of directors and corporate executive officers of SMFG to constitute key management personnel for the purpose of this disclosure required under IAS 24 “Related Party Disclosures.”

	At March 31,	
	2024	2023
	(In millions)	
<b>Assets:</b>		
Loans and advances . . . . .	¥ 573	¥ 44
<b>Liabilities:</b>		
Deposits . . . . .	¥ 2,959	¥ 2,865
Others . . . . .	116	129

### **Compensation of Key Management Personnel**

The following table presents the compensation expenses of key management personnel.

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
Short-term employee benefits . . . . .	¥ 1,693	¥ 1,537	¥ 1,571
Share-based compensation . . . . .	868	461	457

The details of the share-based compensation plan are described in Note 40 “Share-Based Payment.”

There were no post-employment benefits, other long-term benefits and termination benefits for the fiscal years ended March 31, 2024, 2023 and 2022.

## **49 PRINCIPAL SUBSIDIARIES**

### **Principal Subsidiaries**

The Group’s principal subsidiaries at March 31, 2024 are shown in the list below. The Group consolidates all entities that the Group controls. The Group controls an entity when the Group is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

#### *Principal domestic subsidiaries*

Company Name	Proportion of Ownership Interest <sup>(1)</sup>	Proportion of Voting Rights <sup>(1)</sup>	Main Business
	(%)	(%)	
Sumitomo Mitsui Banking Corporation . . . . .	100.0	100.0	Commercial banking
SMBC Trust Bank Ltd. . . . .	100.0	100.0	Trust banking
SMBC Guarantee Co., Ltd. . . . .	100.0	100.0	Credit guarantee
SMBC Nikko Securities Inc. . . . .	100.0	100.0	Securities
Sumitomo Mitsui Card Company, Limited <sup>(2)</sup> . . . . .	100.0	100.0	Credit card
SMBC Finance Service Co., Ltd. <sup>(2)</sup> . . . . .	100.0	100.0	Credit card, consumer credit and installment transaction
SMBC Consumer Finance Co., Ltd. . . . .	100.0	100.0	Consumer lending



<u>Company Name</u>	<u>Proportion of Ownership Interest<sup>(1)</sup></u> (%)	<u>Proportion of Voting Rights<sup>(1)</sup></u> (%)	<u>Main Business</u>
The Japan Research Institute, Limited <sup>(3)</sup> . . . . .	100.0	100.0	System development, data processing, management consulting and economic research
Sumitomo Mitsui DS Asset Management Company, Limited . . . . .	50.1	50.1	Investment management, and investment advisory and agency
Alternative Investment Capital Limited . . . . .	60.0	60.0	Investment management and investment advisory
SMBC Venture Capital Co., Ltd. . . . .	100.0	100.0	Venture capital
SMBC Consulting Co., Ltd. . . . .	98.3	98.3	Management consulting and information services
Japan Pension Navigator Co., Ltd. . . . .	69.7	69.7	Operational management of defined contribution pension plans

(1) Percentages of proportion of ownership interest and proportion of voting rights have been truncated.

(2) Sumitomo Mitsui Card Company, Limited merged with SMBC Finance Service Co., Ltd. on April 1, 2024.

(3) The Japan Research Institute, Limited became the wholly owned subsidiary of JRI Holdings, Limited, the holding company newly established by the Group, following the sale of shares held by the company to JRI Holdings, Limited on April 1, 2024.

### *Principal foreign subsidiaries*

<u>Company Name</u>	<u>Country of Incorporation</u>	<u>Proportion of Ownership Interest<sup>(1)</sup></u> (%)	<u>Proportion of Voting Rights<sup>(1)</sup></u> (%)	<u>Main Business</u>
SMBC Bank International plc . . . . .	U.K.	100.0	100.0	Commercial banking
Sumitomo Mitsui Banking Corporation (China) Limited . . . . .	China	100.0	100.0	Commercial banking
PT Bank BTPN Tbk . . . . .	Indonesia	98.5	91.0 <sup>(2)</sup>	Commercial banking
SMBC Americas Holdings, Inc. . . . .	U.S.A.	100.0	100.0	Bank holding company
SMBC MANUBANK . . . . .	U.S.A.	100.0	100.0	Commercial banking
Banco Sumitomo Mitsui Brasileiro S.A . . . . .	Brazil	100.0	100.0	Commercial banking
JSC Sumitomo Mitsui Rus Bank . . . . .	Russia	100.0	100.0	Commercial banking
SMBC Bank EU AG . . . . .	Germany	100.0	100.0	Commercial banking
Sumitomo Mitsui Banking Corporation Malaysia Berhad . . . . .	Malaysia	100.0	100.0	Commercial banking
SMBC Leasing and Finance, Inc. . . . .	U.S.A.	100.0	100.0	Leasing
SMBC Nikko Securities America, Inc. . . . .	U.S.A.	100.0	100.0	Securities
SMBC Nikko Capital Markets Limited . . . . .	U.K.	100.0	100.0	Securities
SMBC Capital Markets, Inc. . . . .	U.S.A.	100.0	100.0	Derivatives
TT International Asset Management Ltd . . . . .	U.K.	100.0	100.0	Investment management, and investment advisory and agency
SMFG India Credit Company Limited . . . . .	India	100.0	100.0	Financial services

(1) Percentages of proportion of ownership interest and proportion of voting rights have been truncated.

(2) During the fiscal year ended March 31, 2020, the Group disposed of a 3.7% equity interest in PT Bank BTPN Tbk to a third-party investor. Subsequently, in the fiscal year ended March 31, 2024, the Group disposed of an additional 3.7% to other third-party investors. The disposals were undertaken to ensure that PT Bank BTPN Tbk is compliant with the free float requirement under the Indonesia Stock Exchange's Rule. The Group had also entered into a commercial arrangement where the economic exposure resulting from the disposals is being retained. Therefore, the disposals have not resulted in a decrease in the Group's ownership interests.

The Group does not control some entities despite the fact that the Group holds more than 50% of their share capital, because the Group has entered into agreements with other investors to share or give those investors the power to govern the entities' financial and operating policies over these investees.

Some of the Group's subsidiaries may be subject to restrictions on the ability to transfer funds to the Company in the form of cash dividends or to repay loans or advances, which include capital adequacy requirements imposed by the governments and central banks, and the Companies Act of Japan restrictions relating to dividends. In addition, the Group pledges assets as collateral to secure payables under repurchase agreements, securities lending transactions and securitizations, borrowings or for cash settlements, margins on derivative transactions and certain other purposes. The details of assets pledged are described in Note 39 "Assets Pledged and Received as Collateral."

## **50 STRUCTURED ENTITIES**

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity. It often has some or all of the following features or attributes:

- restricted activities;
- a narrow and well-defined objective;
- insufficient equity to permit the structured entity to finance its activities without subordinated financial support; or
- financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

During the normal course of business, the Group engages in numerous transactions involving structured entities. These structured entities are primarily used to provide the Group and its clients with efficient access to funds or investment opportunities, mainly through securitizations, investment funds and structured finance.

### **Consolidated Structured Entities**

Structured entities are consolidated if they are controlled by the Group in accordance with the accounting policy as described in Note 2 "Summary of Material Accounting Policies."

The consolidated structured entities include asset backed commercial paper ("ABCP") conduits which purchase financial assets such as trade accounts receivable and lease receivables by issuing commercial paper to third-party investors. The Group has contractual agreements to provide liquidity and credit enhancement facilities which can be utilized by those structured entities upon their request.

At March 31, 2024 and 2023, the consolidated ABCP conduits had total assets of ¥937,627 million and ¥873,672 million, respectively. The total notional amounts of the liquidity and credit enhancement facilities provided by the Group to the consolidated ABCP conduits at March 31, 2024 and 2023 were ¥1,556,867 million and ¥1,468,609 million, respectively, all of which were undrawn.

The Group did not provide any financial or other support, without having a contractual obligation to do so, to consolidated structured entities during the fiscal years ended March 31, 2024 and 2023.

## Unconsolidated Structured Entities

The following tables represent the carrying amounts of the Group's interests in unconsolidated structured entities recognized in its consolidated statements of financial position by line item and the maximum exposure to loss from its interests at March 31, 2024 and 2023.

At March 31, 2024										
	Securitizations		Investment funds		Structured finance		Others		Total	
	(In millions)									
Interests in unconsolidated structured entities recognized in:										
Trading assets . . . . .	¥	7,913	¥	59,691	¥	—	¥	—	¥	67,604
Financial assets at fair value through profit or loss . . . . .		326		1,464,214		94,455		—		1,558,995
Investment securities . . . . .		163,170		60,745		—		114		224,029
Loans and advances . . . . .		4,547,626		—		10,976,579		716,167		16,240,372
Total . . . . .	¥	4,719,035	¥	1,584,650	¥	11,071,034	¥	716,281	¥	18,091,000
Maximum exposure to loss from interests in unconsolidated structured entities . . . . .										
	¥	6,585,138	¥	1,585,805	¥	12,806,451	¥	873,946	¥	21,851,340

At March 31, 2023										
	Securitizations		Investment funds		Structured finance		Others		Total	
	(In millions)									
Interests in unconsolidated structured entities recognized in:										
Trading assets . . . . .	¥	5,197	¥	44,432	¥	—	¥	—	¥	49,629
Financial assets at fair value through profit or loss . . . . .		292		669,880		89,796		—		759,968
Investment securities . . . . .		145,351		52,476		—		193		198,020
Loans and advances . . . . .		3,581,390		—		8,629,262		612,876		12,823,528
Total . . . . .	¥	3,732,230	¥	766,788	¥	8,719,058	¥	613,069	¥	13,831,145
Maximum exposure to loss from interests in unconsolidated structured entities . . . . .										
	¥	5,245,346	¥	767,810	¥	10,073,000	¥	729,634	¥	16,815,790

An interest in a structured entity refers to contractual and non-contractual involvement that exposes the Group to variability of returns from the performance of the structured entity. Such interests include the holding of equity or debt instruments as well as the provision of loans, loan commitments and guarantees. Interest rate and currency derivatives that expose the Group mainly to market risk, or CDS that are designed to transfer risk from the Group to a structured entity are not regarded as an interest in a structured entity since they do not expose the Group to variability of returns from the performance of the structured entity. These derivatives are therefore not included in the tables above.

The maximum exposure to loss from the Group's interests in unconsolidated structured entities represents the maximum amount of potential loss to which the Group is exposed through its involvement with unconsolidated structured entities. It is determined by the Group's carrying amounts and the notional amounts of loan commitments and guarantees, without considering the probability of loss being incurred, or effects of collateral or other credit protection.

The Group did not provide any financial or other support, without having a contractual obligation to do so, to unconsolidated structured entities during the fiscal years ended March 31, 2024 and 2023.

### ***Securitizations***

Structured entities for this product are established to securitize third-parties' assets which mainly consist of auto loan receivables, residential and commercial mortgage loans and trade accounts receivables. These entities purchase those assets through loans or notes issued with multiple tranches. The Group provides loans and loan commitments to these entities or holds notes issued by them, in some cases with credit loss protection through guarantees or other credit enhancements provided by the sellers.

### ***Investment Funds***

These funds are established for providing investment opportunities to investors by pooling money from them and investing mainly in equity and debt instruments based on a predetermined investment policy. The Group has invested in a number of these funds.

### ***Structured Finance***

Structured entities for this product are typically established to raise funds for the development of infrastructure, the production of natural resources, the development or acquisition of real estate properties, and the purchase of certain equipment such as vessels or aircrafts for lease transactions. The Group provides financing to these entities mainly in the form of loans, loan commitments, or notes, which are typically secured by entities' assets or cash flows generated primarily by entities' projects.

### ***Others***

The Group provides financing to other types of structured entities such as third-party structured entities and repackaging vehicles to facilitate its clients' funding requirements. The Group provides loans and loan commitments to these entities.

## **Sponsored Unconsolidated Structured Entities with No Interest Held by the Group**

The Group sponsors certain structured entities in which it has no interest. The Group is deemed to be a sponsor of a structured entity when the Group takes a leading role in determining its purpose and design, while providing operational support to ensure its continued operation.

The income received from such sponsored unconsolidated structured entities was ¥74,038 million and ¥26,865 million for the fiscal years ended March 31, 2024 and 2023, respectively. The majority of the income was management fees included in "Fee and commission income" and was from investment funds managed by SMDAM, the Group's asset management subsidiary. The carrying amount of assets transferred to these entities, which mainly consisted of investment funds, was ¥3,083,879 million and ¥1,094,445 million for the fiscal years ended March 31, 2024 and 2023, respectively.

## **51 ACQUISITIONS**

### **Fiscal Year Ended March 31, 2024**

There were no material acquisitions that were accounted for as business combinations during the fiscal year ended March 31, 2024.

### **Fiscal Year Ended March 31, 2023**

There were no material acquisitions that were accounted for as business combinations during the fiscal year ended March 31, 2023.

## Fiscal Year Ended March 31, 2022

### *Fullerton India Credit Company Limited (currently SMFG India Credit Company Limited)*

On November 30, 2021, the Group acquired a 74.9% equity interest in Fullerton India Credit Company Limited (“Fullerton India”), which became the Group’s subsidiary. Fullerton India has a pan-India distribution network and offers unsecured loans against property to mainly small and medium-sized enterprises and individual customers. This acquisition was made in order to gain a retail finance platform in India and further expand the Group’s business franchise in Asia.

The fair values of assets and liabilities of Fullerton India at the date of acquisition and the consideration paid were as follows:

	<b>At November 30, 2021</b>
	<b>(In millions)</b>
<b>Assets:</b>	
Cash and deposits with banks . . . . .	¥ 37,495
Loans and advances . . . . .	306,413
All other assets . . . . .	58,612
Total assets . . . . .	¥ 402,520
<b>Liabilities:</b>	
Borrowings . . . . .	¥ 176,075
Debt securities in issue . . . . .	135,445
All other liabilities . . . . .	22,752
Total liabilities . . . . .	¥ 334,272
Net assets . . . . .	68,248
Non-controlling interests measured at their proportionate share of the identifiable assets . . . .	(17,130)
Net assets acquired . . . . .	51,118
Goodwill . . . . .	179,197
Consideration . . . . .	¥ 230,315
<b>Consideration<sup>(1)</sup>:</b>	
Cash . . . . .	¥ 230,315
Total . . . . .	¥ 230,315
Acquisition related costs recognized as an expense in “General and administrative expenses” in the consolidated income statement . . . . .	¥ 2,093

(1) A contingent consideration was included in the contract, and payable upon a specific performance indicator of Fullerton India. As a result of estimating the indicator, the Group did not recognize the contingent consideration.

The fair value of the financial assets acquired included ¥306,413 million of loans and advances.

The gross contractual amounts receivable were ¥336,027 million, of which ¥30,273 million were expected to be uncollectible.

The goodwill was attributable to the profitability of the acquired business and the synergies expected to arise after the acquisition. None of the goodwill recognized was expected to be deductible for income tax purposes.

The revenue and profit or loss since the acquisition date to March 31, 2022 and pro forma financial information relating to Fullerton India were immaterial to the consolidated financial statements.

The owner of non-controlling interests retained written put option on the share of Fullerton India. The Group remeasured the financial liability at the end of each reporting period based on the estimated present value of the redemption amount and any changes in the liability were recorded in profit or loss.

***Cash consideration paid and cash acquired by obtaining control of the subsidiaries***

The total amount of cash consideration paid and cash acquired by obtaining control of subsidiaries during the fiscal year ended March 31, 2022 were as follows:

	For the fiscal year ended March 31, 2022
	(In millions)
Cash consideration paid .....	¥ (230,315)
Cash and cash equivalents transferred as a result of the acquisitions .....	14,621
Cash consideration paid, net of cash and cash equivalents acquired by obtaining control of the subsidiaries .....	¥ (215,694)

The amounts of assets and liabilities other than cash or cash equivalents in these subsidiaries were ¥387,899 million and ¥334,272 million, respectively.

## 52 CURRENT AND NON-CURRENT DISTINCTION

The following tables present an analysis of financial assets and liabilities, excluding cash and deposits with banks, trading assets and liabilities, and derivative financial instruments, by amounts recovered or settled, not more than twelve months or more than twelve months, at March 31, 2024 and 2023.

	At March 31, 2024		
	Amounts recovered or settled		
	Not more than twelve months	More than twelve months	Total
	(In millions)		
<b>Assets:</b>			
Call loans and bills bought .....	¥ 5,251,948	¥ 84,332	¥ 5,336,280
Reverse repurchase agreements and cash collateral on securities borrowed .....	14,098,895	49,772	14,148,667
Financial assets at fair value through profit or loss .....	1,486	2,374,643	2,376,129
Investment securities:			
Debt instruments at amortized cost .....	49,106	267,286	316,392
Debt instruments at fair value through other comprehensive income .....	10,090,780	13,925,404	24,016,184
Equity instruments at fair value through other comprehensive income .....	—	5,817,261	5,817,261
Loans and advances .....	43,944,455	77,772,010	121,716,465
Other financial assets .....	7,388,927	120,601	7,509,528
<b>Liabilities:</b>			
Deposits .....	¥177,610,231	¥ 4,487,088	¥182,097,319
Call money and bills sold .....	3,135,461	2,588	3,138,049
Repurchase agreements and cash collateral on securities lent .....	20,166,958	—	20,166,958
Financial liabilities designated at fair value through profit or loss .....	20,267	478,017	498,284
Borrowings .....	6,306,345	9,800,813	16,107,158
Debt securities in issue .....	4,858,463	9,216,621	14,075,084
Other financial liabilities .....	10,517,630	5,418	10,523,048

At March 31, 2023			
	Amounts recovered or settled		Total
	Not more than twelve months	More than twelve months (In millions)	
<b>Assets:</b>			
Call loans and bills bought	¥ 5,569,961	¥ 114,851	¥ 5,684,812
Reverse repurchase agreements and cash collateral on securities borrowed	10,968,633	55,451	11,024,084
Financial assets at fair value through profit or loss	5,215	1,483,024	1,488,239
Investment securities:			
Debt instruments at amortized cost	49,631	185,936	235,567
Debt instruments at fair value through other comprehensive income	9,059,561	13,751,862	22,811,423
Equity instruments at fair value through other comprehensive income	—	4,548,608	4,548,608
Loans and advances	39,254,388	72,636,746	111,891,134
Other financial assets	5,220,793	139,841	5,360,634
<b>Liabilities:</b>			
Deposits	¥168,635,510	¥ 4,292,300	¥172,927,810
Call money and bills sold	2,566,725	2,331	2,569,056
Repurchase agreements and cash collateral on securities lent	17,717,897	68,129	17,786,026
Financial liabilities designated at fair value through profit or loss	63,592	350,514	414,106
Borrowings	3,040,454	12,331,347	15,371,801
Debt securities in issue	3,651,276	8,333,718	11,984,994
Other financial liabilities	8,517,834	4,378	8,522,212

### 53 CONDENSED FINANCIAL INFORMATION OF REGISTRANT (SMFG)

#### Condensed Statements of Financial Position

	At March 31,	
	2024	2023
	(In millions)	
<b>Assets:</b>		
Deposits with SMBC	¥ 309,526	¥ 246,977
Investments in SMBC	4,613,790	4,613,790
Loans to SMBC	12,104,056	9,796,649
Investments in other subsidiaries, associates and joint ventures	2,408,849	2,007,172
Other assets	291,223	293,522
Current tax assets	22,827	91,048
Total assets	¥19,750,271	¥17,049,158
<b>Liabilities and equity:</b>		
Short-term borrowings from SMBC	¥ 1,707,650	¥ 1,487,650
Long-term borrowings	398,026	355,265
Debt securities in issue due to other subsidiaries	27,113	14,889
Debt securities in issue	9,961,308	8,280,718
Other liabilities	95,166	67,757
Total liabilities	12,189,263	10,206,279
Shareholders' equity	6,105,493	6,082,226
Other equity instruments holders' equity	1,455,515	760,653
Total equity	7,561,008	6,842,879
Total equity and liabilities	¥19,750,271	¥17,049,158



## Condensed Income Statements

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Income:</b>			
Interest income from SMBC .....	¥ 334,964	¥ 235,386	¥ 184,206
Dividends from SMBC .....	542,929	437,850	376,757
Dividends from other subsidiaries, associates and joint ventures ...	37,246	15,951	45,609
Fees and commission income from subsidiaries .....	21,722	12,421	9,439
Other income .....	9,655	1,956	1,109
Total income .....	946,516	703,564	617,120
<b>Expense:</b>			
Interest expense to SMBC .....	5,586	5,546	4,751
Interest expense to other subsidiaries .....	9,961	4,830	4,779
Interest expense .....	313,356	220,397	169,526
Operating and other expense .....	58,418	68,659	37,982
Total expense .....	387,321	299,432	217,038
Profit before tax .....	559,195	404,132	400,082
Income tax expense .....	(8,670)	(8,348)	(7,942)
Net profit .....	¥ 567,865	¥ 412,480	¥ 408,024
Profit attributable to:			
Shareholders .....	554,102	401,170	397,293
Other equity instruments holders .....	13,763	11,310	10,731

## Condensed Statements of Cash Flows

	For the fiscal year ended March 31,		
	2024	2023	2022
	(In millions)		
<b>Operating Activities:</b>			
Profit before tax	¥ 559,195	¥ 404,132	¥ 400,082
Income taxes paid—net	78,036	387	(17,935)
Other operating activities—net	63,260	359,237	579,929
Net cash and cash equivalents provided by operating activities	700,491	763,756	962,076
<b>Investing Activities:</b>			
Loans provided to SMBC	(1,269,130)	(727,223)	(873,537)
Investments in subsidiaries	(377,437)	(19,796)	(233,576)
Investments in associates and joint ventures	(26,962)	—	(819)
Other investing activities—net	(5,995)	(2,770)	(5,953)
Net cash and cash equivalents used in investing activities	(1,679,524)	(749,789)	(1,113,885)
<b>Financing Activities:</b>			
Net increase (decrease) of short-term borrowings from SMBC	220,000	(20,380)	230,000
Proceeds from issuance of long-term borrowings	1,263,169	61,042	86,390
Redemption of long-term borrowings	(1,259,255)	(36,046)	—
Proceeds from issuance of debt securities	1,260,767	1,191,048	969,480
Proceeds from issuance of other equity instruments	694,862	116,346	79,516
Redemption of debt securities	(564,970)	(861,730)	(831,880)
Redemption of other equity instruments	—	(85,000)	—
Dividends paid to shareholders	(348,010)	(301,600)	(274,058)
Coupons paid to other equity instruments holders	(13,763)	(11,310)	(10,731)
Purchases of treasury stock and proceeds from sales of treasury stock—net	(211,218)	(138,507)	246
Net cash and cash equivalents provided by (used in) financing activities	1,041,582	(86,137)	248,963
Net increase (decrease) of cash and cash equivalents	62,549	(72,170)	97,154
Cash and cash equivalents at beginning of period	246,977	319,147	221,993
Cash and cash equivalents at end of period	¥ 309,526	¥ 246,977	¥ 319,147

## Investments in subsidiaries, associates and joint ventures

Investments in subsidiaries, associates and joint ventures are stated at cost. The Company recognizes dividend income from these companies when its right to receive payment is established.

Investments in other subsidiaries, associates and joint ventures included equity investments in SMBC Nikko Securities Inc., Sumitomo Mitsui Card Company, Limited, SMBC Consumer Finance Co., Ltd., Sumitomo Mitsui DS Asset Management Company, Limited, Sumitomo Mitsui Finance and Leasing Company, Limited and others at March 31, 2024 and 2023. The country of incorporation and the proportion of ownership interest of the Company in these companies was the same as described in Note 11 “Investments in Associates and Joint Ventures,” and Note 49 “Principal Subsidiaries.”

**Long-term obligations**

The Company had subordinated long-term borrowings amounting to ¥41 billion and ¥41 billion at March 31, 2024 and 2023, respectively, and had unsubordinated long-term borrowings amounting to ¥357 billion and ¥314 billion at March 31, 2024 and 2023, respectively. The Company also had subordinated bonds amounting to ¥1,449 billion and ¥1,098 billion, including ¥5.0 billion and ¥0.2 billion outstanding to its subsidiary, at March 31, 2024 and 2023, respectively, and had unsubordinated bonds amounting to ¥8,539 billion and ¥7,197 billion, including ¥22 billion and ¥15 billion outstanding to its subsidiary, at March 31, 2024 and 2023, respectively. For additional information, refer to Note 19 “Borrowings” and Note 20 “Debt Securities in Issue.”

**Guarantees**

The Company provided guarantee of ¥626 billion and ¥508 billion at March 31, 2024 and 2023, respectively, to the Deposit Protection Fund of the Association of German Banks with regard to the deposits of the SMBC Dusseldorf branch and SMBC Bank EU AG.

**SUMITOMO MITSUI FINANCIAL GROUP, INC.  
COMPENSATION RECOUPMENT POLICY**

This Sumitomo Mitsui Financial Group, Inc. Compensation Recoupment Policy (“**Policy**”) has been adopted by the compensation committee of Sumitomo Mitsui Financial Group, Inc. (the “**Company**”) on October 24, 2023. This Policy provides for the recoupment of certain executive compensation in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under U.S. federal securities laws in accordance with the terms and conditions set forth herein. This Policy is intended to comply with the requirements of Section 10D of the Exchange Act (as defined below) and Section 303A.14 of the NYSE Listed Company Manual.

1. Definitions. For the purposes of this Policy, the following terms shall have the meanings set forth below.

(a) “**Committee**” means the compensation committee, which is an internal committee of the Board of Directors (the “**Board**”), or any successor committee thereof.

(b) “**Covered Compensation**” means any Incentive-based Compensation “received” by a Covered Executive during the applicable Recoupment Period; *provided that*:

(i) such Covered Compensation was received by such Covered Executive (A) after the Effective Date, (B) after he or she commenced service as an Executive Officer and (C) while the Company had a class of securities publicly listed on a United States national securities exchange; and

(ii) such Covered Executive served as an Executive Officer at any time during the performance period applicable to such Incentive-based Compensation.

For purposes of this Policy, Incentive-based Compensation is “received” by a Covered Executive during the fiscal period in which the Financial Reporting Measure applicable to such Incentive-based Compensation (or portion thereof) is attained, even if the payment or grant of such Incentive-based Compensation is made thereafter.

(c) “**Covered Executive**” means (i) any Executive Officer and (ii) any person who served as an Executive Officer.

(d) “**Effective Date**” means the date on which Section 303A.14 of the NYSE Listed Company Manual becomes effective.

(e) “**Exchange Act**” means the U.S. Securities Exchange Act of 1934, as amended.

(f) “**Executive Officer**” means, with respect to the Company, (i) its president, (ii) its principal financial officer, (iii) its principal accounting officer, (iv) any vice-president in charge of a principal business unit, division or function (such as sales, administration or finance), (v) any other officer who performs a policy-making function for the Company (including any officer of the Company’s subsidiaries if they perform policy-making functions for the Company) and (vi) any other person who performs similar policy-making functions for the Company. Policy-making function is not intended to include policy-making functions that are not significant. The determination as to an individual’s status as an Executive Officer shall be made by the Committee and such determination shall be final, conclusive and binding on such individual and all other interested persons. For the avoidance of doubt, any member of the management board of the Company or any member of the management board of Sumitomo Mitsui Banking Corporation shall be deemed an Executive Officer.

(g) “**Financial Reporting Measure**” means any (i) measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, (ii) stock price measure or (iii) total shareholder return measure (and any measures that are derived wholly or in part from any

measure referenced in clause (i), (ii) or (iii) above). For the avoidance of doubt, any such measure does not need to be presented within the Company's financial statements or included in a filing with the U.S. Securities and Exchange Commission to constitute a Financial Reporting Measure.

(h) **"Financial Restatement"** means a restatement of the Company's financial statements due to the Company's material noncompliance with any financial reporting requirement under U.S. federal securities laws that is required in order to correct:

- (i) an error in previously issued financial statements that is material to the previously issued financial statements; or
- (ii) an error that would result in a material misstatement if (A) the error were corrected in the current period or (B) left uncorrected in the current period.

For purposes of this Policy, a Financial Restatement shall not be deemed to occur in the event of a revision of the Company's financial statements due to an out-of-period adjustment (i.e., when the error is immaterial to the previously issued financial statements and the correction of the error is also immaterial to the current period) or a retrospective (1) application of a change in accounting principles; (2) revision to reportable segment information due to a change in the structure of the Company's internal organization; (3) reclassification due to a discontinued operation; (4) application of a change in reporting entity, such as from a reorganization of entities under common control; (5) revision for stock splits, reverse stock splits, stock dividends or other changes in capital structure; or (6) adjustment to provisional amounts in connection with a prior business combination.

(i) **"Incentive-based Compensation"** means any compensation (including, for the avoidance of doubt, any cash or equity or equity-based compensation, whether deferred or current) that is granted, earned and/or vested based wholly or in part upon the achievement of a Financial Reporting Measure.

(j) **"NYSE"** means the New York Stock Exchange, or any successor thereof.

(k) **"Recoupment Period"** means the three fiscal years completed immediately preceding the date of any applicable Recoupment Trigger Date.

(l) **"Recoupment Trigger Date"** means the earlier of (i) the date that the Board (or the officer(s) of the Company authorized to take such action if a board resolution is not required) concludes, or reasonably should have concluded, that the Company is required to prepare a Financial Restatement, and (ii) the date on which a court, regulator or other legally authorized body directs the Company to prepare a Financial Restatement.

## 2. Recoupment of Erroneously Awarded Compensation.

(a) In the event of a Financial Restatement, if the amount of any Covered Compensation received by a Covered Executive (the **"Awarded Compensation"**) exceeds the amount of such Covered Compensation that would have otherwise been received by such Covered Executive if calculated based on the Financial Restatement (the **"Adjusted Compensation"**), the Company shall reasonably promptly recover from such Covered Executive an amount equal to the excess of the Awarded Compensation over the Adjusted Compensation, each calculated on a pre-tax basis (such excess amount, the **"Erroneously Awarded Compensation"**).

(b) If (i) the Financial Reporting Measure applicable to the relevant Covered Compensation is stock price or total shareholder return (or any measure derived wholly or in part from either of such measures) and (ii) the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the Financial Restatement, then the amount of Erroneously Awarded Compensation shall be determined (on a pre-tax basis) based on the Company's reasonable estimate of the effect of the Financial Restatement on the Company's stock price or total shareholder return (or the derivative measure thereof) upon which such Covered Compensation was received.

(c) For the avoidance of doubt, the Company's obligation to recover Erroneously Awarded Compensation is not dependent on (i) if or when the restated financial statements are filed or (ii) any fault of any Covered Executive for the accounting errors or other actions leading to a Financial Restatement.

(d) Notwithstanding anything to the contrary in Sections 2(a) through (c) hereof, the Company shall not be required to recover any Erroneously Awarded Compensation if both (x) the conditions set forth in either of the following clauses (i), (ii), or (iii) are satisfied and (y) the Committee has determined that recovery of the Erroneously Awarded Compensation would be impracticable:

(i) the direct expense paid to a third party to assist in enforcing the recovery of the Erroneously Awarded Compensation under this Policy would exceed the amount of such Erroneously Awarded Compensation to be recovered; *provided that*, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation pursuant to this Section 2(d), the Company shall have first made a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to make such recovery and provide that documentation to the NYSE;

(ii) recovery of the Erroneously Awarded Compensation would violate Japanese law to the extent such law was adopted prior to November 28, 2022 (*provided that*, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation pursuant to this Section 2(d)), the Company shall have first obtained an opinion of Japanese counsel, that is acceptable to the NYSE, that recovery would result in such a violation, and the Company must provide such opinion to the NYSE; or

(iii) recovery of the Erroneously Awarded Compensation would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Sections 401(a)(13) or 411(a) of the U.S. Internal Revenue Code of 1986, as amended (the "**Code**").

(e) The Company shall not indemnify any Covered Executive, directly or indirectly, for any losses that such Covered Executive may incur in connection with the recovery of Erroneously Awarded Compensation pursuant to this Policy, including through the payment of insurance premiums or gross-up payments.

(f) The Committee shall determine, in its sole discretion, the manner and timing in which any Erroneously Awarded Compensation shall be recovered from a Covered Executive in accordance with applicable law, including, without limitation, by (i) requiring reimbursement of Covered Compensation previously paid in cash; (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity or equity-based compensation; (iii) offsetting the Erroneously Awarded Compensation amount from any compensation otherwise owed by the Company or any of its affiliates to the Covered Executive; (iv) cancelling outstanding vested or unvested equity or equity-based compensation; and/or (v) taking any other remedial and recovery action permitted by applicable law. For the avoidance of doubt, except as set forth in Section 2(d), in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation; *provided that*, to the extent necessary to avoid any adverse tax consequences to the Covered Executive pursuant to Section 409A of the Code, any offsets against amounts under any nonqualified deferred compensation plans (as defined under Section 409A of the Code) shall be made in compliance with Section 409A of the Code.

3. Administration. This Policy shall be administered by the Committee. All decisions of the Committee shall be final, conclusive and binding upon the Company and the Covered Executives, their beneficiaries, heirs, executors, administrators and any other legal representative. The Committee shall have full power and authority to (i) administer and interpret this Policy; (ii) correct any defect, supply any omission and reconcile any inconsistency in this Policy; and (iii) make any other determination and take any other action that the Committee deems necessary or desirable for the administration of this Policy and to comply with applicable law (including Section 10D of the Exchange Act) and applicable stock market or exchange rules and regulations.

4. Amendment/Termination. Subject to Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual, this Policy may be amended or terminated by the Committee at any time. To the extent that any applicable law, or stock market or exchange rules or regulations require recovery of Erroneously Awarded Compensation in circumstances in addition to those specified herein, nothing in this Policy shall be deemed to limit or restrict the right or obligation of the Company to recover Erroneously Awarded Compensation to the fullest extent required by such applicable law, stock market or exchange rules and regulations. Unless otherwise required by applicable law, this Policy shall no longer be effective from and after the date that the Company no longer has a class of securities publicly listed on a United States national securities exchange.

5. Interpretation. Notwithstanding anything to the contrary herein, this Policy is intended to comply with the requirements of Section 10D of the Exchange Act and Section 303A.14 of the NYSE Listed Company Manual (and any applicable regulations, administrative interpretations or stock market or exchange rules and regulations adopted in connection therewith). The provisions of this Policy shall be interpreted in a manner that satisfies such requirements and this Policy shall be operated accordingly. If any provision of this Policy would otherwise frustrate or conflict with this intent, the provision shall be interpreted and deemed amended so as to avoid such conflict.

6. Other Compensation Clawback/Recoupment Rights. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies, rights or requirements with respect to the clawback or recoupment of any compensation that may be available to the Company pursuant to the terms of any other recoupment or clawback policy of the Company (or any of its affiliates) that may be in effect from time to time, any provisions in any delegation agreement (*inin keiyaku*), executive stock ownership plan (*yakuin mochikabukai*), equity compensation agreement or similar plan or agreement, and any other legal remedies available to the Company, as well as applicable law, stock market or exchange rules, listing standards or regulations; *provided, however*, that any amounts recouped or clawed back under any other policy that would be recoupable under this Policy shall count toward any required clawback or recoupment under this Policy and vice versa.

7. Exempt Compensation. Notwithstanding anything to the contrary herein, the Company has no obligation to seek recoupment of amounts paid to a Covered Executive which are granted, vested or earned based solely upon the occurrence or non-occurrence of nonfinancial events. Such exempt compensation includes, without limitation, base salary, time-vesting awards, compensation awarded on the basis of the achievement of metrics that are not Financial Reporting Measures or compensation awarded solely at the discretion of the Committee or the Board, *provided*, that such amounts are in no way contingent on, and were not in any way granted on the basis of, the achievement of any Financial Reporting Measure performance goal.

8. Miscellaneous.

(a) Any applicable award agreement or other document setting forth the terms and conditions of any compensation covered by this Policy shall be deemed to include the restrictions imposed herein and, in the event of any inconsistency, the terms of this Policy will govern. For the avoidance of doubt, this Policy applies to all compensation that is received on or after the Effective Date, regardless of the date on which the award agreement or other document setting forth the terms and conditions of the Covered Executive's compensation became effective, including, without limitation, compensation received under the SMFG Executive Compensation Policy and any successor plan thereto.

(b) This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

(c) All issues concerning the construction, validity, enforcement and interpretation of this Policy and all related documents, including, without limitation, any delegation agreement (*inin keiyaku*), executive stock ownership plan (*yakuin mochikabukai*), equity compensation agreement or similar agreement, shall be governed by, and construed in accordance with, the laws of Japan, without giving effect to any choice of law or conflict of law rules or provisions (whether of Japan or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than Japan.



(d) The Covered Executives, their beneficiaries, heirs, executors, administrators and any other legal representative and the Company shall initially attempt to resolve all claims, disputes or controversies arising under, out of or in connection with this Policy by conducting good faith negotiations amongst themselves. To ensure the timely and economical resolution of disputes that arise in connection with this Policy, Tokyo District Court shall be the sole and exclusive forums for any and all disputes, claims, or causes of action arising from or relating to the enforcement, performance or interpretation of this Policy. The Covered Executives, their beneficiaries, heirs, executors, administrators and any other legal representative and the Company, shall not commence any suit, action or other proceeding arising out of or based upon this Policy except in the Tokyo District Court, and hereby waive, and agree not to assert, by way of motion, as a defense or otherwise, in any such suit, action or proceeding, any claim that such party is not subject to the jurisdiction of the above-named courts, that its property is exempt or immune from attachment or execution, that the suit, action or proceeding is brought in an inconvenient forum, that the venue of the suit, action or proceeding is improper or that this Policy or the subject matter hereof may not be enforced in or by such courts.

(e) If any provision of this Policy is determined to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted by applicable law and shall automatically be deemed amended in a manner consistent with its objectives to the extent necessary to conform to any limitations required under applicable law.

# LIST OF SUBSIDIARIES OF SUMITOMO MITSUI FINANCIAL GROUP, INC.

## List of Subsidiaries at March 31, 2024

<u>Company Name</u>	<u>Jurisdiction</u>
Sumitomo Mitsui Banking Corporation	Japan
Alternative Investment Capital Limited	Japan
Banco Sumitomo Mitsui Brasileiro S.A.	Brazil
BPORTUS Co., Ltd.	Japan
Japan Pension Navigator Co., Ltd.	Japan
JSC Sumitomo Mitsui Rus Bank	Russia
Plari Town, Inc.	Japan
plus medi corp	Japan
Polarify, Inc.	Japan
PT Bank BTPN Tbk	Indonesia
PT Oto Multiartha	Indonesia
PT Summit Oto Finance	Indonesia
Sakura Finance Asia Limited	Hong Kong
SFVI Limited	British Virgin Islands
SMBC Advisory Services Saudi Arabia LLC	Saudi Arabia
SMBC Americas Holdings, Inc.	U.S.A.
SMBC Asset Management Services (UK) Limited	U.K.
SMBC Bank EU AG	Germany
SMBC Bank International plc	U.K.
SMBC Capital Markets, Inc.	U.S.A.
SMBC Capital Partners Co., Ltd.	Japan
SMBC CLOUDSIGN, Inc.	Japan
SMBC Consulting Co., Ltd.	Japan
SMBC Consumer Finance Co., Ltd.	Japan
SMBC Digital Marketing, Ltd.	Japan
SMBC DIP Limited	Cayman Islands
SMBC Electronic Monetary Claims Recording Co., Ltd.	Japan
SMBC Finance Service Co., Ltd.	Japan
SMBC GMO PAYMENT, Inc.	Japan
SMBC Guarantee Co., Ltd.	Japan
SMBC HUMAN CAREER Co., Ltd.	Japan
SMBC International Finance N.V.	Netherlands Antilles
SMBC Leasing and Finance, Inc.	U.S.A.
SMBC MANUBANK	U.S.A.
SMBC Nikko Capital Markets Limited	U.K.
SMBC Nikko Securities America, Inc.	U.S.A.
SMBC Nikko Securities Inc.	Japan
SMBC REIT Management Co., Ltd.	Japan
SMBC ReSolutions Inc.	Japan
SMBC Servicer Co., Ltd.	Japan
SMBC Trust Bank Ltd.	Japan
SMBC VALUE CREATION CO., LTD.	Japan
SMBC Venture Capital Co., Ltd.	Japan
SMBC Venture Capital Management Co., Ltd.	Japan
SMFG India Credit Company Limited	India
Sumitomo Mitsui DS Asset Management Company, Limited	Japan
Sumitomo Mitsui Banking Corporation Malaysia Berhad	Malaysia
Sumitomo Mitsui Banking Corporation (China) Limited	China
Sumitomo Mitsui Card Company, Limited	Japan
Sumitomo Mitsui Finance Dublin Limited	Ireland
The Japan Research Institute, Limited	Japan
TT International Asset Management Ltd	U.K.

## Insider Trading Policy of Sumitomo Mitsui Financial Group, Inc.

Procedures regarding the Purchase and Sale of Stocks, etc.

### Chapter I General Provisions

#### 1.1 Purpose

The purpose of the Procedures is to ensure legal compliance regarding transactions such as the purchase and sale of stocks, etc. by any of the Officers/Employees or Sumitomo Mitsui Financial Group, Inc. (hereinafter “SMFG”), thereby preventing unfair trading such as insider trading, and securing the sound and appropriate operation of business by SMFG.

#### 1.2 Definitions

##### 1.2.1 Application Mutatis Mutandis of Rules, etc. for Preventing Insider Trading and Corporate-Related Information Management

The meanings of the terms “Officers/Employees,” “Stocks, etc.,” “Domestic Listed Company, etc.,” “Foreign Listed Company, etc.,” “Listed Company, etc.,” “Corporate-Related Information,” “Disclosure,” “Cancellation,” and “Purchase and Sale of Stocks, etc.” used in the Procedures shall refer to the contents specified in the Rules for Preventing Insider Trading and Corporate-Related Information Management in Appendix 1, respectively. Furthermore, “Specified Department” means a department specified in Appendix 2.

However, Corporate-Related Information which relates to debenture bonds (not including debenture bonds with stock acquisition rights) shall be limited to the following information.

1. Dissolution (not including dissolution due to merger)
2. The issuer concerned is commencing bankruptcy procedures, rehabilitation procedures, or is filing for rehabilitation procedures.
3. A creditor or party other than the issuer concerned is commencing bankruptcy procedures, rehabilitation procedures, or is filing for or giving notice of rehabilitation procedures or the execution of an enterprise mortgage.
4. A draft or check is dishonored, or a suspension of a transaction occurs at the clearing house.

##### 1.2.2 Specified Department Employees

“Specified Department Employees” shall refer to Officers/Employees belonging to a Specified Department and have worked for a Specified Department within the past year, excluding the items 1 and 2 below.

1. Officers
2. GM of department (including council members; the same shall apply hereinafter)

##### 1.2.3 Employees

In the Procedures, the term “employees” shall refer to any Officers/Employees excluding items 1 through 3 below.

1. Officers
2. GMs of department
3. Specified Department Employees

#### 1.2.4 Designated Officers/Employees and Quasi-Designated Officers/Employees

1. “Designated Officers/Employees” shall refer to Officers/Employees designated by the Compliance Department as persons who should be deemed to have received all or specific Corporate-Related Information held by SMFG, regardless of whether there is a record of receiving such information in the “Corporate Information Management System” or not, and Officers/Employees within one year of the cancellation of such designation by the Compliance Department.
2. “Quasi-Designated Officers/Employees” shall refer to Officers/Employees for whom more than one year has elapsed since the designation by the Compliance Department in item 1 above was cancelled (However, excluding those who are deemed not to fall under the category of Quasi-Designated Officers/Employees based on a determination of the Compliance Department).

#### 1.2.5 Cumulative Stock Investment Program

“Cumulative Stock Investment Program” shall refer to an investor’s continuously purchasing stocks from a company via a financial instruments business operator, in accordance with a predetermined execution method, rather than on the basis of individual investment decisions.

#### 1.2.6 Subject Group Company

“Subject Group Company” shall refer to the SMFG Group company whose “acquisition or disposition of investment securities” is subject to application and discussion under the Procedures of Application, Consultation and Reporting of the Group Companies.

#### 1.3 Application of the Procedures

The Procedures shall apply to domestic and foreign departments and branches of SMFG and their Officers/Employees. However, none of the provisions of 2.1.2 and those following in Chapter II shall apply to any local employees abroad.

#### 1.4 Amendment and Abolition

Amendment or abolition of the Procedures shall be subject to the decision of the GM of the Compliance Department.

### Chapter II Purchase and Sale of Stocks, etc. by Officers/Employees

#### 2.1 Prohibition against Unfair Trading including Insider Trading, etc.

1. No Officers/Employees who become aware of any Corporate-Related Information about any Listed Companies, etc. shall engage in unfair trading practices, including the Purchase and Sale of Stocks, etc. issued by said company prior to Disclosure or Cancellation of said Corporate-Related Information, or trading under borrowed names or false names, unless otherwise permitted by laws and regulations.
2. In addition to the practices stated in 2.1.1 above, no Officers/Employees shall engage in any of the following types of trading:
  - (1) Purchase and Sale of Stocks, etc. based on nonpublic information
    - Purchase and Sale of Stocks, etc. using information possessed by SMFG or its group companies
    - Purchase and Sale of Stocks, etc. based on material nonpublic information that would affect investment decisions
  - (2) Purchase and Sale of Stocks, etc. from issuers whose nonpublic information could be known in the course of one’s business position
    - Purchase and Sale of Stocks, etc. issued by customers and related parties of one’s department or branch, their parent company and subsidiaries

- Purchase and Sale of Stocks, etc. from issuers with which one has business-related contacts
  - Purchase transactions of stocks, etc. issued by SMFG (excluding purchases through the Sumitomo Mitsui Financial Group Employee Stock Ownership Association)
- (3) Purchase and Sale of Stocks, etc. for the sole purpose of pursuing speculative gain, or that could be suspected of being for such a purpose
- Margin trades
  - Transactions of Securities-Related Derivatives
  - Trading of Specific Over-the-counter Derivatives
  - Purchases of issues specified by the Financial Instruments Exchanges as securities on alert, securities under supervision, or securities to be delisted
  - Purchases of securities with stock acquisition rights (warrants) and equivalent speculative instruments
  - Short-term purchases and sales (conducting a reverse transaction within six months)
3. Upon the Compliance Department's request, Officers/Employees shall, either directly or via the GM of such Officer/Employee's department, submit materials such as transaction histories relating to the Purchase and Sale of Stocks, etc. and an explanation of the events that led up to the Purchase and Sale of Stocks, etc. to the Compliance Department. In such a case, such Officer/Employee shall follow instructions from the Compliance Department concerning the materials to be submitted, the explanations to be provided, the deadline for submission, etc.
4. The Purchase and Sale of Stocks, etc. by Officers/Employees shall be conducted pursuant to the provisions of 2.2 through 2.4 below, depending on their position, the department to which they belong, and whether they fall under the Designated Officers/Employees or Quasi-Designated Officers/Employees specified in 1.2.4 above. However, if an Employee (including a Designated Officer/Employee or Quasi-Designated Officer/Employee) or a Specific Department Employee is a secondee, the provisions of 5.2 below shall apply.

<Table of applicable provisions>

The position or Department	Falls under the Designated Officers/Employees or Quasi-Designated Officers/Employees or not		
	Not applicable	Designated Officers/Employees	Quasi-Designated Officers/Employees
Employees	2.2	2.4	
Officers	2.3		
GMs of Departments	2.3		
Specified Department Employees (*1)	2.3		

(\*1) including Officers/Employees belonging to a Specified Department and have worked for a Specified Department within the past year

## 2.2 Handling of Purchase and Sale of Stocks, etc. by Employees

The handling of Purchase and Sale of Stocks, etc. by employees shall be conducted pursuant to items of 1 through 3 below. However, if the employee is a Designated Officer/Employee or Quasi-Designated Officer/Employee, the provisions of 2.4 below shall apply.

1. If an employee engages in the Purchase and Sale of Stocks, etc., the employee shall, upon confirmation by the employee that the employee is not in violation of any of the matters specified in the Procedures, report the transaction in advance and receive confirmation from the GM of the employee's department. In this case, this provision shall apply to both listed and unlisted issuers of the Stocks, etc. (provided

that in the case of debenture bonds and investment corporations' investment securities, this provision shall apply only if the issuer is a Domestic Listed Company, etc.). The same shall apply with regards to Purchase and Sale of Stocks, etc. in the name of another person, including but not limited to, the cases where the employee engages in trading in its capacity as a parent or legal guardian.

2. The GM of the Employee's department, who has received a report in advance from the employee will confirm that the transaction does not constitute a transaction prohibited pursuant to 2.1.1 and 2.1.2 above.
3. Furthermore, even if the Purchase and Sale of Stocks, etc. reported by the employee constitutes a transaction prohibited pursuant to 2.1.2 above, if the purchase and sale, etc. is conducted due to unavoidable reasons, the employee shall file an advance application with the GM of the Compliance Department via the GM of the employee's department. If the transaction is determined that it does not contravene laws and regulations and there are unavoidable circumstances, the employee shall be permitted to conduct the transaction if prior permission is obtained. Unavoidable circumstances shall mean the circumstances such as the following:
  - Conversion to cash is needed for the purchase of a house, disbursement of a child's educational expenses, or payment of an inheritance tax.
  - In any case where upon permanent transfer or temporary transfer, it is indispensable that the stocks of the entity to which the pertinent Employee is transferred be held for a long period of time, resulting in a necessity to purchase the said stocks.

### 2.3 Purchase and Sale of Stocks, etc. by Officers, GMs of Departments, and Specified Department Employees

1. In principle, no officers, GMs of departments, or Specified Department Employees shall engage in the Purchase and Sale of Stocks, etc.
2. Any officers, GMs of departments, or Specified Department Employee intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances shall, pursuant to items (1) through (3) below, file an advance application with the Group CCO or the GM of the Compliance Department and obtain advance approval from the said director or GM before executing the transaction. In this case, this provision shall apply to both listed and unlisted issuers of the Stocks, etc. (provided that in the case of debenture bonds and investment corporations' investment securities, this provision shall apply only if the issuer is a Listed Company, etc.). Furthermore, the same shall apply with regards to Purchase and Sale of Stocks, etc. in the name of another person, including but not limited to, the cases where the officers, GMs of departments, or Specified Department Employees engage in trading in its capacity as a parent or legal guardian.

#### (1) Special Provisions for Officers

- i. Any officers intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances shall file an advance application with the Group CCO and obtain an advance approval from such director before executing the transaction.
- ii. The Group CCO shall make a decision to approve or deny the Purchase and Sale of Stocks, etc. on the condition that there are unavoidable circumstances for such Purchase and Sale of Stocks, etc., and based on the results of confirmation of SMFG's holding status of Corporate-Related Information regarding the entity issuing Stocks, etc., and whether or not the transaction falls under a transaction specified in 2.1.1 and 2.1.2 above.
- iii. If the officer, with the approval mentioned in the preceding clause, engages in the Purchase and Sale of Stocks, etc. of SMFG, the officer shall submit a report on such transaction(s) to the Prime Minister by the 15th day of the month in which such transaction was conducted. However, if the transaction is entrusted to a Financial Instruments Business Operator, the Officer must declare to the Financial Instruments Business Operator that the officer is an officer of SMFG, and submit the report on the transaction through the financial instruments business operator.

(2) Special Provisions for GM of Departments

- i. Any GM of a department intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances shall file an advance application with the GM of the Compliance Department and obtain advance approval from such GM before executing the transaction.
- ii. The GM of Compliance Department shall make a decision to approve or deny the Purchase and Sale of Stocks, etc. on the condition that there are unavoidable circumstances for such Purchase and Sale of Stocks, etc., and based on the results of confirmation of SMFG's holding status of Corporate-Related Information regarding the entity issuing Stocks, etc., and whether or not the transaction falls under a transaction specified in 2.1.1 and 2.1.2 above.

(3) Special Provisions for Specified Department Employees

- i. Any Specified Department Employee intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances, in the same matter as prescribed in 2.2 above, shall file an advance application, upon confirmation by the Specified Department Employee that the Specified Department Employee is not in violation of any of the matters specified in the Procedures, and report the transaction in advance to the GM of the Specified Department Employee's department. Furthermore, such GM shall, after confirming the matters in accordance with 2.2. above, approve the advance application by the Specified Department Employee to the GM of the Compliance Department.
- ii. The Compliance Department shall make a decision to approve or deny the Purchase and Sale of Stocks, etc. on the condition that there are unavoidable circumstances for such Purchase and Sale of Stocks, etc., and based on the results of confirmation of SMFG's holding status of Corporate-Related Information regarding the entity issuing Stocks, etc., and whether or not the transaction falls under a transaction specified in 2.1.1 and 2.1.2 above.

2.4 Purchase and Sale of Stocks, etc. by Designated Officers/Employees, and Quasi-Designated Officers/Employees

Purchase and Sale of Stocks, etc. by Designated Officers/Employees and Quasi-Designated Officers/Employees shall be conducted pursuant to items 1 through 2 below. However, if such person is an officer, GM of Departments, or Specified Department Employee, the provisions of 2.3 above shall apply.

1. In principle, no Designated Officers/Employees shall engage in the Purchase and Sale of Stocks, etc.
2. Any Designated Officers/Employees intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances or any Quasi-Designated Officers/Employees intending to engage in the Purchase and Sale of Stocks, etc. shall, pursuant to items (1) and (2) below, file an advance application with the GM of the Compliance Department and obtain advance approval from such GM before executing the transaction. In this case, this provision shall apply both listed and unlisted issuers of the Stocks, etc. (provided that in the case of debenture bonds and investment corporations' investment securities, this provision shall apply only if the issuer is a Listed Company, etc.). Furthermore, the same shall apply with regards to Purchase and Sale of Stocks, etc. in the name of another person, including but not limited to, the cases where the Designated Officer/Employee or Quasi-Designated Officers/Employees engages in trading in its capacity as a parent or legal guardian.

(1) Special Provisions for Designated Officers/Employees

- i. Any Designated Officer/Employee intending to engage in the Purchase and Sale of Stocks, etc. due to unavoidable circumstances, in the same manner as prescribed in 2.2 above, shall file an advance application, upon confirmation by the Designated Officer/Employee that the Designated Officer/Employee is not in violation of any of the matters specified in the Procedures and report the transaction in advance to the GM of the Designated Officer/Employee's department. Furthermore, such GM shall, after confirming the matters in accordance with 2.2. above, approve the advance application by the Designated Officer/Employee to the GM of the Compliance Department.



- ii The Compliance Department shall make a decision to approve or deny the Purchase and Sale of Stocks, etc. on the condition that there are unavoidable circumstances for such Purchase and Sale of Stocks, etc., and based on the results of confirmation of SMFG's holding status of Corporate-Related Information regarding the entity issuing Stocks, etc., and whether or not the transaction falls under a transaction specified in 2.1.1 and 2.1.2 above.

(2) Special Provisions for Quasi-Designated Officers/Employees

- i Any Quasi-Designated Officer/Employee intending to engage in the Purchase and Sale of Stocks, etc. shall file an advance application in the same manner as prescribed in 2.2 above, upon confirmation by the Quasi-Designated Officer/Employee that the Quasi-Designated Officer/Employee is not in violation of any of the matters specified in the Procedures, and report the transaction in advance to the GM of the Quasi-Designated Officer/Employee's department, etc. Furthermore, such GM shall, after confirming the matters in accordance with 2.2. above, approve the advance application by the Quasi-Designated Officer/Employee to the GM of the Compliance Department.
- ii The Compliance Department shall make a decision to approve or deny the Purchase and Sale of Stocks, etc. based on the results of confirmation of SMFG's holding status of Corporate-Related Information regarding the entity issuing Stocks, etc., and whether or not the transaction falls under a transaction specified in 2.1.1 and 2.1.2 above.

2.5 Special Provisions for Cumulative Stock Investment Program

None of the provisions of 2.2 through 2.4 above shall apply to any Officers/Employees who are already continuously purchasing Stocks, etc. through the Cumulative Stock Investment Program in which they are already members. However, the provisions of 2.2 through 2.4 above shall apply when Officers/Employees newly enroll in the Cumulative Stock Investment Program, change the brand of the stocks or the purchase amount, suspend or resume accumulation, or withdraw from the Cumulative Stock Investment Program and sell their share of Stocks, etc.

2.6 Special Provisions for the Sumitomo Mitsui Financial Group Stock Ownership Association

- 1. None of the provisions of 2.2 through 2.4 above shall apply to anyone who newly joins the Sumitomo Mitsui Financial Group Stock Ownership Association (hereinafter the "Stock Ownership Association"), changes the purchase amount, or continuously purchases Stocks, etc. through the Stock Ownership Association.
- 2. The provisions of 2.2 through 2.4 above shall apply to any Officers/Employees who withdraw from the Stock Ownership Association and sells their share of Stocks, etc.
- 3. No Officers/Employees who become aware of any Corporate-Related Information about SMFG shall be permitted to join the Stock Ownership Association, change the purchase amount, suspend or resume purchasing Stocks, etc. through the Stock Ownership Association, or withdraw from the Stock Ownership Association, or sell their share of Stocks, etc. before the Disclosure or Cancellation of the Corporate-Related Information is made.

2.7 Special Provisions for Stock Options for a Stock-Linked Compensation Plan (Stock Acquisition Rights)

- 1. None of the provisions of 2.2 through 2.4 above shall apply to anyone who acquires stock issued by SMFG by exercising a stock option right for a stock-linked compensation plan (stock acquisition rights). However, in case of selling the acquired stocks, the provisions of 2.2 through 2.4 above shall apply.
- 2. No Officers/Employees who become aware of any Corporate-Related Information about SMFG shall be permitted to sell their acquired stock by exercising a stock option right for a stock-linked compensation plan (stock acquisition rights) before the Disclosure or Cancellation of the Corporate-Related Information is made.

## Chapter III Purchase and Sale of Stocks, etc. by SMFG

### 3.1 Prohibition against Unfair Trading including Insider Trading

The department in charge of the trading of Purchase and Sale of Stocks, etc. conducted by SMFG as part of its business (hereinafter “The Purchase and Sale of Stocks, etc. Departments”) shall not engage in any unfair transactions such as the Purchase and Sale of Stocks, etc. before the Disclosure or Cancellation of the Corporate-Related Information is made, unless otherwise permitted by the Compliance Department as an exceptional Purchase and Sale of Stocks, etc. which is permitted by laws and regulations.

### 3.2 Management of Corporate-Related Information

When The Purchase and Sale of Stocks, etc. Departments perform the Purchase and Sale of Stocks, etc., the departments shall consult with the Compliance Department and take an appropriate action in order to prevent insider trading.

## Chapter IV Procedures regarding Investment Destination of a Subject Group Company

When the responsible department of a Subject Group Company receives an application or consultation with regards to the Purchase and Sale of Stocks, etc. of the investee company by the Subject Group Company (hereinafter the “Investee Company of Group Company”), in accordance with the Procedures of Application, Consultation and Report from Group Companies, the department shall consult as follows.

### 4.1 Advance Confirmation

1. The responsible department of the Subject Group Company shall confirm whether the Purchase and Sale of Stocks, etc. regarding the Investee Company of Group Company can be approved by consultation with the Compliance Department.
2. The Compliance Department shall make a decision to approve or deny the Purchase and Sale of Stocks, etc., based on SMFG’s holding status of Corporate-Related Information related to the Investee Company of Group Company and respond to the responsible department of the Subject Group Company. In this case, when the issuer of such Stocks, etc. is SMFG, from the perspective of its capital policy and financial impact, etc., the Compliance Department shall consult with the Investor Relations Department of Corporate Planning Department and the Financial Accounting Department in advance.
3. The responsible department of the Subject Group Company shall respond to the Subject Group Company regarding whether to approve or deny the Purchase and Sale of Stocks, etc., considering the response from the Compliance Department.

### 4.2 Obtaining Corporate-Related Information

When the responsible department of the Subject Group Company receives a call (thereafter, communicated by e-mail) from the Compliance Department that it has obtained Corporate-Related Information regarding Investee Company of Group Company, it shall immediately instruct the Subject Group Company to suspend the Purchase and Sale of Stocks, etc. without disclosing the contents of such information.

### 4.3 During the Purchase and Sale

The responsible department of the Subject Group Company shall confirm the “List of stocks scheduled for the Purchase and Sale of Stocks, etc. by the Group Company” sent by the Compliance Department every month and determine the absence of any stock that has been discussed but is not registered on the List, or the presence of any stock that is on the List regardless of the fact that the purchase or sale thereof has already been completed.

#### 4.4 The Case Where the Purchase and Sale is Completed

When the responsible department of the Subject Group Company completes the Purchase and Sale of Stocks, etc. of the Investee Company of Group Company, it shall notify the Compliance Department by e-mail of such completion.

### Chapter V Miscellaneous Provisions

#### 5.1 Disciplinary Measures

When Officers/Employees violate any of the provisions set forth in the Procedures, the necessary disciplinary action shall be taken in accordance with the Personnel and General Affairs Regulations.

#### 5.2 Special Provisions for Temporary Transferees

If any employee, Specified Department Employee, Designated Officer/Employee or Quasi-Designated Officer/Employee who falls under a category stated in provisions 2.2, 2.3.2(3) or 2.4 above is a secondee (limited to secondees transferred for a period of no more than one year), the term “the GM of the employee’s department, etc.” shall be read as “the Human Resources Department or the GM of the employee’s department.” However, none of provisions 2.2, 2.3.2(3) or 2.4 shall apply to any secondees transferred for a period of more than one year.

#### 5.3 Reports and Application Forms

Any advance report or application for approval as specified in the provisions of 2.2 through 2.4 above shall be submitted using the “Report and Application for the Purchase and Sale of Stocks, etc.” in the case of Employees, Specified Department Employees, Designated Officers/Employees or Quasi-Designated Officers/Employees and the “Application for the Purchase and Sale of Stocks, etc.” in the case of officers and GMs of departments. Furthermore, the GM of the employee’s department, etc. shall, after completing the advance reporting procedures, promptly send the original of the “Report and Application for the Purchase and Sale of Stocks, etc.” to the Compliance Department.

### (Appendix 1) Excerpts of Rules for Preventing Insider Trading and Corporate-Related Information Management

#### 1.2 Definitions

The meaning of terms used in these rules shall be as specified in the following items.

##### 1.2.1 Officers/Employees

“Officers/Employees” shall refer to all persons engaged in operations of SMFG, including officers/employees specified in internal Regulations on the Organization (*Soshiki-kitei*), advisers, senior advisers, special advisers, employees on a designated term contract, temporary employees, part-timers, and dispatched employees, etc. Hereinafter in these rules officers shall include “advisers, senior advisers, and special advisers” and employees shall include “employees on a designated term contract, temporary employees, part-timers, and dispatched employees” unless otherwise stated.

##### 1.2.2 Stocks, etc.

“Stocks, etc.” shall refer to the following:

1. Any stocks (including any stocks less than a unit), debenture bonds, stock acquisition right certificates, preferred equity investment certificates, and beneficiary certificates of securities in trust; the trust properties include the abovementioned stocks, investment securities of investment corporations or investment corporation debenture bonds, or foreign investment certificates.
2. Any beneficiary certificates for investment trusts, and investment securities of an investment corporation or investment corporation debenture bonds whose trust properties or assets are only in securities described in 1 above issued by one Domestic Listed Company, etc.
3. Any other things similar in nature to 1 or 2 above

### 1.2.3 Domestic Listed Company, etc.

“Domestic Listed Company, etc.” shall refer to an issuer of Stocks, etc., that are listed on a Financial Instruments Exchange within Japan, an issuer of Stocks, etc., that are registered in the registry of over-the-counter traded securities of an Authorized Financial Instruments Firms Association, or an issuer of Stocks, etc., that are designated as a Phoenix issue by an Authorized Financial Instruments Firms Association. “Domestic Listed Company, etc.,” shall include the SMFG and its listed subsidiaries.

### 1.2.4 Foreign Listed Company

“Foreign Listed Company, etc.” shall refer to an issuer of Stocks, etc., that are listed on or registered with a securities exchange located abroad or an over-the-counter trading market similar thereto (excluding a Domestic Listed Company, etc.).

### 1.2.5 Listed Company, etc.

“Listed Company, etc.” shall refer to a Domestic Listed Company, etc., or a Foreign Listed Company, etc.

### 1.2.6 Corporate-Related Information

“Corporate-Related Information” shall refer to the following information.

1. Information that falls or may fall under the category of the facts stated in Exhibit “List of Corporate-Related Information” pertaining to a Listed Company, etc., and that has not been disclosed or cancelled.

(Regarding information related to a Foreign Listed Company, etc., excluding information that does not fall under the category of “Price Sensitive Information (PSI) and Material Non-Public Information (MNPI), etc.” as defined in local law and regulations or the rules of the relevant overseas office.)

2. Information that has been provided as falling under PSI and MNPI, etc. in the information related to a Foreign Listed Company, etc.

### 1.2.7 Disclosure

1. Corporate-related information related to a Listed Company, etc. (excluding investment corporations) Disclosure of corporate-related information regarding a Listed Company, etc., excluding investment corporations shall refer to the following. However, corporate-related information on a subsidiary shall include cases in which said subsidiary has taken similar measures.

- (1) When 12 hours have elapsed since the publishing of any Corporate-Related Information in at least two of the following news media by any person authorized to represent a Listed Company, etc., or any person similar thereto.
  - 1 A newspaper publishing company whose business is to sell daily newspapers in Japan or a news agency whose business is to put together items regarding current affairs and to transmit information regarding said affairs to newspaper publishing companies
  - 2 A newspaper publishing company whose business is to sell daily newspapers in Japan that collectively report matters regarding industry and the economy
  - 3 Japan Broadcasting Corporation (NHK) or a Basic Broadcaster
- (2) Making available for public inspection on the website of the relevant Financial Instruments Exchange or Authorized Financial Instruments Firms Association (hereinafter a “Financial Instruments Exchange, etc.”) any Corporate-Related Information imparted by a Listed Company, etc., to the Financial Instruments Exchange, etc., in accordance with the rules of the said Financial Instruments Exchange, etc.
- (3) Making available for public inspection any securities registration statement, securities report, semiannual securities report, quarterly securities report, extraordinary report, etc., or any attachments or amendment reports thereto that contain Corporate-Related Information submitted by a Listed Company, etc.

- (4) When any unlisted tender offeror, etc., has requested a Listed Company, etc., involved in said tender offer or the parent of said unlisted tender offeror to notify the fact of the tender offer, etc., to the Financial Instruments Exchange, etc., on which securities issued by said Listed Company, etc., or said parent are listed, upon which said Listed Company, etc., or said parent, in accordance with the rules set forth by said Financial Instruments Exchange, etc., notifies the latter of the fact of the tender offer, etc., and the fact of the tender offer, etc., is made available for public inspection at said Financial Instruments Exchange, etc.
- (5) Any measures similar to (1) to (4) above taken pertaining to a Foreign Listed Company, etc.

## 2. Corporate-related information pertaining to Listed Investment Corporations

Disclosure of Corporate-Related Information regarding Listed Investment Corporations shall refer to cases in which any Listed Investment Corporation or the asset management company or both have taken any of the measures specified in 1.2.7.1 depending on the content of the Corporate-Related Information provided below:

- (1) Information on the facts relating to the decision of the Listed Investment Corporation and settlement of accounts information at the Listed Investment Corporation  
Listed Investment Corporation
- (2) Information on the facts relating to decisions by the asset management company of the Listed Investment Corporation  
Asset management company of the Listed Investment Corporation
- (3) Information on the facts which will occur irrespective of the Listed Investment Corporation's intention, other Corporate-Related Information of the Listed Investment Corporation, or facts which will occur irrespective of the asset management company of the Listed Investment Corporation's intention  
Listed Investment Corporation or asset management company of the Listed Investment Corporation

### 1.2.8 Cancellation

"Cancellation" shall refer to cases where any Listed Company, etc., retracts Corporate-Related Information or where Corporate-Related Information ceases to exist (including cases where a Listed Company, etc., has ceased to be a Listed Company, etc., due to delisting or other reasons).

### 1.2.10 Purchase and Sale of Stocks, etc.

"Purchase and Sale of Stocks, etc." shall refer to the purchase and sale of stocks, etc., and other paid transfers or takeovers (including exercise of exchange, payment in substitution and security rights), inheritance of stocks, etc., associated with mergers or splits, or derivative transactions on stocks, etc.

## (Appendix 2) Specified Departments

Public Relations Dept., Corporate Planning Dept., Corporate Sustainability Dept., Financial Accounting Dept., General Affairs Dept., Digital Strategy Dept., Compliance Dept., Anti Money Laundering & Financial Crime Prevention Dept., Corporate Risk Management Dept., Risk Management Information Dept., Internal Audit Dept., Audit Committee Office, Strategic Planning Dept., Global Business Unit, Governance Planning Dept., Global Business Unit, Asia Growing Markets Dept., Administrative Services Dept.(for the Secretariat only), Credit & Investment Planning Dept., Planning Dept., Wholesale Business Unit, Sustainable Solution Dept., Specialized Finance Dept., Planning Dept., Global Markets Business Unit, Business Development Dept.

End

**CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Toru Nakashima, certify that:

1. I have reviewed this annual report on Form 20-F of Sumitomo Mitsui Financial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 27, 2024

/s/ Toru Nakashima

Name: Toru Nakashima

Title: President and Group Chief Executive Officer



**CERTIFICATIONS PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Fumihiko Ito, certify that:

1. I have reviewed this annual report on Form 20-F of Sumitomo Mitsui Financial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: June 27, 2024

/s/ Fumihiko Ito

Name: Fumihiko Ito

Title: Senior Managing Corporate Executive Officer  
Group Chief Financial Officer



**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the annual report of Sumitomo Mitsui Financial Group, Inc. on Form 20-F for the year ended March 31, 2024 (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Toru Nakashima, President and Group Chief Executive Officer of Sumitomo Mitsui Financial Group, Inc., certify that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Sumitomo Mitsui Financial Group, Inc. and its subsidiaries.

Date: June 27, 2024

/s/ Toru Nakashima

Name: Toru Nakashima

Title: President and Group Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the annual report of Sumitomo Mitsui Financial Group, Inc. on Form 20-F for the year ended March 31, 2024 (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Fumihiko Ito, Senior Managing Corporate Executive Officer and Group Chief Financial Officer of Sumitomo Mitsui Financial Group, Inc., certify that, to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Sumitomo Mitsui Financial Group, Inc. and its subsidiaries.

Date: June 27, 2024

/s/ Fumihiko Ito

Name: Fumihiko Ito

Title: Senior Managing Corporate Executive Officer  
Group Chief Financial Officer

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the registration statement (No. 333-276219) on Form F-3 of our reports dated June 25, 2024, with respect to the consolidated financial statements of Sumitomo Mitsui Financial Group, Inc. and the effectiveness of internal control over financial reporting.

/s/ KPMG AZSA LLC

Tokyo, Japan  
June 27, 2024