

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

See separate instructions.

Part I Reporting Issuer			
1 Issuer's name	2 Issuer's employer identification number (EIN)		
Sumitomo Mitsui Financial Group, Inc.	98-0698856		
3 Name of contact for additional informatio	n 4 Telephone No. of contact	5 Email address of contact	
Kazuhiro Fujii	81-3-4333-5572	Fujii_Kazuhiro@rk.smfg.co.jp	
6 Number and street (or P.O. box if mail is	7 City, town, or post office, state, and Zip code of contact		
1-2, Marunouchi 1-chome		Chiyoda-ku, Tokyo 100-0005, Japan	
8 Date of action 9 Classification and description			
April 1, 2012	Stock redemption followed by stoc		
10 CUSIP number 11 Serial numb	er(s) 12 Ticker symbol	13 Account number(s)	
0050211200	ente		
86562M209 Part II Organizational Action At	SMFG tach additional statements if needed. S	ee back of form for additional questions.	
		ate against which shareholders' ownership is measured for	
the action See attached		.	
	and the second s	A	
	- 144		
15 Describe the quantitative effect of the o share or as a percentage of old basis ▶	rganizational action on the basis of the secu <u>See attached</u>	rity in the hands of a U.S. taxpayer as an adjustment per	
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1 222 			
16 Describe the calculation of the change i valuation dates ► <u>See attached</u>	n basis and the data that supports the calcu	lation, such as the market values of securities and the	
and the second	174		
For Paperwork Reduction Act Notice, see 1	he separate Instructions.	Cat. No. 37752P Form 8937 (12-2011)	

Form 893	37 (Rev	. 12-2011)		Page 2
Part		Organizational Action (continued)	-2.14 A	
		applicable Internal Revenue Code section(s) and subsection(s) upon which the tax , 302 and 317	treatment is based ▶	·
22-0222		n dition		
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18 Ca	an anv	resulting loss be recognized? ► N/A		
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2 2			4) 	
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19 Pr	ovide	any other information necessary to implement the adjustment, such as the reporta	ble tax vear ►	
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<u>e</u>				
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			23	
	Under belief,	r penalties of perjury, I declare that I have examined this return, including accompanying sch it is true, correct, and complete. Declaration of preparer (other than officer) is based on all info	edules and statements, ormation of which prepa	and to the best of my knowledge and arer has any knowledge.
Sign				
Here	Signa	ture / Asshiki	_ Date ►0 J	-/15/2012
	Print	vournamer Toshihiro Isshiki 11	Title► (Te	neral Manager
Paid		Print/Type preparer's name Preparer's signature	Date /	Check [] if [
Prepa		Jack Bird Firm's name Zeirishi-Hojin PricewaterhouseCoopers	05/14/2012	self-employed P01261251 Firm's EIN ► 98-0409594
Use C	אוחי	Firm's address > 2-5, Kasumigaseki 3-chome, Chiyoda-ku, Tokyo, Japan 100-6	6015	Phone no. 81-3-5251-2400
Send Fo	orm 89	37 (including accompanying statements) to: Department of the Treasury, Internal F	Revenue Service, Ogo	den, UT 84201-0054

Sumitomo Mitsui Financial Group, Inc.

EIN: 98-0698856

Attachment to Form 8937, Part II

- 1. Sumitomo Mitsui Banking Corporation ("SMBC") is a Kabushiki Kaisha organized under the laws of Japan and is wholly owned by Sumitomo Mitsui Financial Group, Inc. ("SMFG"), another Kabushiki Kaisha organized under the laws of Japan.
- 2. The principal class of SMFG's shares is listed on the Tokyo Stock Exchange and registered on the New York Stock Exchange.
- 3. Promise Co, Ltd. ("Promise") is a Kabushiki Kaisha organized under the laws of Japan and one of the leading consumer finance companies in Japan.
- 4. On December 21, 2011, SMFG and Promise at the respective meetings of their Board of Directors, resolved to make Promise a wholly-owned subsidiary of SMFG and entered into a share exchange agreement (the "Share Exchange Agreement") effective April 1, 2012.
- 5. SMFG repurchased 45,661,100 shares of its common stock through March 23, 2012 on the market. Through the repurchase of the shares, SMFG intended to use the repurchased shares to make Promise a wholly-owned subsidiary via the Share Exchange.
- 6. Immediately prior to the Share Exchange, SMBC owned 118,946,846 shares of Promise common stock, and the unrelated minority shareholders owned 7,888,484 shares of Promise common stock.
- 7. On April 1, 2012 under the Share Exchange Agreement, 0.36 shares of SMFG common stock were allotted and delivered per share of Promise common stock owned by SMBC and unrelated minority shareholders. The total number of shares of SMFG common stock allotted and delivered in the Share Exchange was 45,660,718. Out of 45,660,718 shares, 396 shares represented the number of shares allocated to SMBC and the unrelated minority shareholders as a whole, but the number of shares allocated to each shareholder constituted less than one share of SMFG common stock. As a result of the Share Exchange, Promise became a wholly-owned subsidiary of SMFG.
- 8. On April 26, 2012 as part of the Share Exchange, SMFG paid cash in the amount equal to the fair market value of 396 shares of SMFG common stock to SMBC and the unrelated minority shareholders.
- 9. SMFG's repurchase and exchange of shares may affect the adjusted cost basis of shares held by certain shareholders. Please consult with your U.S. tax advisor to determine the specific impact, if any, to your basis in the shares.