

Notice regarding Partial Amendment of Articles of Incorporation

Tokyo, May 21, 2007 --- Sumitomo Mitsui Financial Group, Inc. (SMFG, President: Teisuke Kitayama) hereby announces that SMFG's Board of Directors resolved at a meeting held today that a proposal concerning partial amendment of SMFG's Articles of Incorporation shall be made at the Annual Ordinary General Meeting of Shareholders for the fifth fiscal year scheduled to be held on June 28, 2007, as follows:

1. Purpose of Amendment

The partial amendment of the Articles of Incorporation is proposed to delete the provisions regarding preference shares and reduce the total number of authorized shares to the extent that has become unnecessary as a result of repayment of public funds in full, and also to diversify the measures to raise capital in case preference shares should possibly be issued in future.

2. Details of Amendment

The Articles of Incorporation before and after the proposed amendments are set forth in the attached Exhibit.

3. Schedule

The day on which the Shareholders Meeting is scheduled to be held for the proposed amendments to the Articles of Incorporation: June 28, 2007

The day on which the proposed amendments to the Articles of Incorporation are expected to become effective: June 28, 2007

Sumitomo Mitsui Financial Group, Inc.

Comparison Table of the Articles of Incorporation
Before and After the Proposed Amendments

Before the Proposed Amendments	After the Proposed Amendments
<p>(Total Number of Authorized Shares, etc.) Article 6.</p> <p>1. The total number of shares the Corporation is authorized to issue shall be <u>sixteen million five hundred fifteen thousand (16,515,000) shares.</u></p> <p>2. The total number of shares the Corporation is authorized to issue shall consist of fifteen million (15,000,000) ordinary shares, <u>thirty-five thousand (35,000) type 1 preference shares, one hundred thousand (100,000) type 2 preference shares, six hundred ninety-five thousand (695,000) type 3 preference shares, one hundred thirty-five thousand (135,000) type 4 preference shares, two hundred fifty thousand (250,000) type 5 preference shares and three hundred thousand (300,000) type 6 preference shares.</u></p> <p>(Preferred Dividends) Article 13.</p> <p>1. In the event that the Corporation distributes dividends of surplus pursuant to Article 42 hereof, the Corporation shall distributes to the holders of preference shares (hereinafter referred to as the “Preference Shareholders”) or the registered pledgees of preference shares (hereinafter referred to as the “Registered Preference Share Pledgees”), in preference to the holders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or the registered pledgees of ordinary shares (hereinafter referred to as the “Registered Ordinary Share Pledgees”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 14 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.</p>	<p>(Total Number of Authorized Shares, etc.) Article 6.</p> <p>1. The total number of shares the Corporation is authorized to issue shall be <u>fifteen million six hundred eighty four thousand one hundred one (15,684,101) shares.</u></p> <p>2. The total number of shares the Corporation is authorized to issue shall consist of fifteen million (15,000,000) ordinary shares, <u>fifty thousand one hundred (50,100) type 4 preference shares, one hundred sixty seven thousand (167,000) type 5 preference shares, seventy thousand one (70,001) type 6 preference shares, one hundred sixty seven thousand (167,000) type 7 preference shares, one hundred fifteen thousand (115,000) type 8 preference shares and one hundred fifteen thousand (115,000) type 9 preference shares.</u></p> <p>(Preferred Dividends) Article 13.</p> <p>1. In the event that the Corporation distributes dividends of surplus pursuant to Article 42 hereof, the Corporation shall distributes to the holders of preference shares (hereinafter referred to as the “Preference Shareholders”) or the registered pledgees of preference shares (hereinafter referred to as the “Registered Preference Share Pledgees”), in preference to the holders of ordinary shares (hereinafter referred to as the “Ordinary Shareholders”) or the registered pledgees of ordinary shares (hereinafter referred to as the “Registered Ordinary Share Pledgees”), cash dividends of surplus in the amounts set forth below (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 14 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.</p>

Before the Proposed Amendments	After the Proposed Amendments
<p><u>The type 1 preference shares:</u> <u>10,500 yen per share</u></p> <p><u>The type 2 preference shares:</u> <u>28,500 yen per share</u></p> <p><u>The type 3 preference shares:</u> <u>13,700 yen per share</u></p> <p>The type 4 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 5 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 6 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>2. If the amount of cash dividends of surplus paid to the Preference Shareholders or the Registered Preference Share Pledgees is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p>3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preference Shareholders or the Registered Preference Share Pledgees.</p>	<p>The type 4 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 5 preference shares: amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p>The type 6 preference shares: amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</p> <p><u>The type 7 preference shares:</u> <u>amount not exceeding 200,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p><u>The type 8 preference shares:</u> <u>amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p><u>The type 9 preference shares:</u> <u>amount not exceeding 300,000 yen per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p>2. If the amount of cash dividends of surplus paid to the Preference Shareholders or the Registered Preference Share Pledgees is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.</p> <p>3. The Corporation shall not pay dividends in excess of the amount of the Preferred Dividends to the Preference Shareholders or the Registered Preference Share Pledgees.</p>

Before the Proposed Amendments	After the Proposed Amendments
<p>(Preferred Interim Dividends) Article 14.</p> <p>In the event that the Corporation pays Interim Dividends pursuant to Article 43 hereof, the Corporation shall pay to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, Interim Dividends (hereinafter referred to as the “Preferred Interim Dividends”) in the amounts <u>set forth below, respectively.</u></p> <p><u>The type 1 preference shares:</u> <u>5,250 yen per share</u></p> <p><u>The type 2 preference shares:</u> <u>14,250 yen per share</u></p> <p><u>The type 3 preference shares:</u> <u>6,850 yen per share</u></p> <p><u>The type 4 preference shares:</u> <u>amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p><u>The type 5 preference shares:</u> <u>amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p> <p><u>The type 6 preference shares:</u> <u>amount not exceeding one-half of the amount of the Preferred Dividends per share and determined by resolution of the board of directors relating to the issuance of the shares</u></p>	<p>(Preferred Interim Dividends) Article 14.</p> <p>In the event that the Corporation pays Interim Dividends pursuant to Article 43 hereof, the Corporation shall pay to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, Interim Dividends (hereinafter referred to as the “Preferred Interim Dividends”) in the amount <u>not exceeding one-half of the amount of the Preferred Dividends per preference share and determined by resolution of the board of directors relating to the issuance of the shares.</u></p>
<p>(Liquidation Distributions of Residual Assets) Article 15.</p> <p>1. In the event that the Corporation makes a liquidation distribution of residual assets, the Corporation shall make to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, a distribution <u>in the amounts set forth below, respectively.</u></p>	<p>(Liquidation Distributions of Residual Assets) Article 15.</p> <p>1. In the event that the Corporation makes a liquidation distribution of residual assets, the Corporation shall make to the Preference Shareholders or the Registered Preference Share Pledges, in preference to the Ordinary Shareholders or the Registered Ordinary Share Pledges, a distribution <u>of 3,000,000 yen per preference share.</u></p>

Before the Proposed Amendments	After the Proposed Amendments
<p><u>The type 1 preference shares:</u> <u>3,000,000 yen per share</u></p> <p><u>The type 2 preference shares:</u> <u>3,000,000 yen per share</u></p> <p><u>The type 3 preference shares:</u> <u>1,000,000 yen per share</u></p> <p><u>The type 4 preference shares:</u> <u>3,000,000 yen per share</u></p> <p><u>The type 5 preference shares:</u> <u>3,000,000 yen per share</u></p> <p><u>The type 6 preference shares:</u> <u>3,000,000 yen per share</u></p> <p>2. Other than a distribution mentioned in the foregoing Paragraph, no liquidation distribution shall be made to the Preference Shareholders or the Registered Preference Share Pledges.</p> <p>(Provisions for Acquisition) Article 16. The Corporation may acquire a part or the whole of the type 5 preference shares <u>or</u> the type 6 preference shares (i) on or after such day as shall be reasonably determined by resolution of the board of directors by the time such preference shares are first issued, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, <u>etc.</u> In the event that a part of such preference shares are acquired, the preference shares to be acquired shall be decided by lottery or by proportional allotment.</p>	<p>2. Other than a distribution mentioned in the foregoing Paragraph, no liquidation distribution shall be made to the Preference Shareholders or the Registered Preference Share Pledges.</p> <p>(Provisions for Acquisition) Article 16. The Corporation may acquire a part or the whole of the type 5 preference shares, <u>the type 6 preference shares, the type 8 preference shares or the type 9 preference shares</u> (i) on or after such day as shall be reasonably determined by resolution of the board of directors by the time such preference shares are first issued, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, <u>the amount of liquidation distributions of residual assets relating to such preference shares, etc.</u> In the event that a part of such preference shares are acquired, the preference shares to be acquired shall be decided by lottery or by proportional allotment.</p>

Before the Proposed Amendments	After the Proposed Amendments
<p><u>(Request for Acquisition of Shares)</u> <u>Article 19.</u> <u>1. A Preference Shareholder of the type 1 preference shares, the type 2 preference shares or the type 3 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The period during which the acquisition may be requested (hereinafter referred to as the “Acquisition Request Period”) and the terms and conditions of acquisition are as stipulated in the resolution made in accordance with the provisions of Article 365 of the old Commercial Code, of a shareholders meeting of Sumitomo Mitsui Banking Corporation.</u></p> <p><u>2. A Preference Shareholder of the type 4 preference shares or the type 5 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The Acquisition Request Period and the terms and conditions of acquisition shall be reasonably determined by resolution of the board of directors by the time of the first issuance of the relevant preference shares.</u></p>	<p>(Deleted)</p> <p><u>(Request for Acquisition of Shares)</u> <u>Article 19.</u> <u>1. A Preference Shareholder of the type 4 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The period during which the acquisition may be requested (hereinafter referred to as the “Acquisition Request Period”) and the terms and conditions of acquisition shall be reasonably determined by resolution of the board of directors by the time of the first issuance of the relevant preference shares.</u></p>

Before the Proposed Amendments	After the Proposed Amendments
<p>(Newly established)</p>	<p><u>2. A Preference Shareholder of the type 5 preference shares or the type 7 preference shares may request the Corporation to acquire his or her preference shares in exchange for ordinary shares. The Acquisition Request Period in such case shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares, provided that the last day of such Acquisition Request Period shall fall within twenty five (25) years after the date of issuance of the relevant preference shares. The number of ordinary shares to be delivered in exchange for acquisition of the relevant preference shares shall be obtained by dividing the amount of the subscription price of the relevant preference shares by the amount fixed in a manner as reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares (hereinafter referred to as the “Acquisition Rights Exercise Price”). Provided, however, that the initial Acquisition Rights Exercise Price shall be determined by reference to the amount regarded to be appropriate in light of market price, etc., and provided further that any fraction of less than one share arising as a result of calculation of the number of ordinary shares to be delivered pursuant to the foregoing shall be treated in accordance with the provisions of Article 167 of the Corporation Law. Other terms and conditions of acquisition shall be reasonably determined by a resolution of the board of directors by the time of the first issuance of the relevant preference shares.</u></p>

Before the Proposed Amendments	After the Proposed Amendments
<p data-bbox="183 235 518 264"><u>(Mandatory Acquisition)</u></p> <p data-bbox="183 271 327 300"><u>Article 20.</u></p> <p data-bbox="183 306 805 1787"> <u>1. Any type 1 preference share, type 2 preference share or type 3 preference share with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Corporation, as of the date immediately following the last day of the Acquisition Request Period (hereinafter referred to as the “Mandatory Acquisition Date”), in exchange for such number of ordinary shares as is obtained by dividing the corresponding amount set forth below by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the Corporation's ordinary shares by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than, in the case of the type 1 preference shares or the type 2 preference shares, five hundred thousand yen (¥500,000) or, in the case of the type 3 preference shares, two hundred fifty-eight thousand three hundred thirty yen (¥258,330), then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the corresponding amount set forth below by the relevant amount described above:</u> </p> <p data-bbox="239 1832 646 1861"><u>The type 1 preference shares:</u></p> <p data-bbox="279 1868 606 1897"><u>3,000,000 yen per share</u></p> <p data-bbox="239 1904 646 1933"><u>The type 2 preference shares:</u></p> <p data-bbox="279 1939 606 1968"><u>3,000,000 yen per share</u></p> <p data-bbox="239 1975 646 2004"><u>The type 3 preference shares:</u></p> <p data-bbox="279 2011 606 2040"><u>1,000,000 yen per share</u></p>	<p data-bbox="1077 264 1212 293">(Deleted)</p>

Before the Proposed Amendments	After the Proposed Amendments
<p><u>2.</u> Any type 4 preference share <u>or</u> type 5 preference share with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Corporation, as of the <u>Mandatory Acquisition Date</u>, in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the Corporation's ordinary shares by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five hundred thousand yen (¥500,000) determined by resolution of the board of directors relating to the issuance of the relevant preference shares, then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by such amount determined by such resolution.</p> <p><u>3.</u> Any fraction of less than one share arising as a result of calculation of the number of ordinary shares pursuant to the <u>foregoing two Paragraphs</u> shall be treated in accordance with the provisions of Article 234 of the Corporation Law.</p>	<p>(Mandatory Acquisition) <u>Article 20.</u></p> <p><u>1.</u> Any type 4 preference share, type 5 preference share <u>or</u> type 7 preference share with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Corporation, as of the <u>date immediately following the last day of the Acquisition Request Period (hereinafter referred to as the “Mandatory Acquisition Date”)</u>, in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the Corporation's ordinary shares by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to the nearest ten and thereafter rounded to the nearest hundred (50 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five hundred thousand yen (¥500,000) determined by resolution of the board of directors relating to the issuance of the relevant preference shares, then a preference share shall be acquired by the Corporation in exchange for such number of ordinary shares as is obtained by dividing the amount of subscription price per share paid for the preference share by such amount determined by such resolution.</p> <p><u>2.</u> Any fraction of less than one share arising as a result of calculation of the number of ordinary shares pursuant to the <u>foregoing Paragraph</u> shall be treated in accordance with the provisions of Article 234 of the Corporation Law.</p>