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Sumitomo Mitsui Financial Group, Inc.

Notice regarding Partial Amendments to Articles of Incorporation

Tokyo, May 13, 2015 --- Sumitomo Mitsui Financial Group, Inc. (SMFG, President: Koichi Miyata) hereby announces that SMFG's board of directors resolved at a meeting held today that a proposal concerning partial amendments to SMFG's Articles of Incorporation shall be made at the 13<sup>th</sup> Ordinary General Meeting of Shareholders scheduled to be held on June 26, 2015, as follows:

1. Purpose of Amendments

Partial amendments to the Articles of Incorporation are proposed as stated below for the purposes of allowing the election of a president and executive officer who is not a director, and, in conjunction with the partial revision of the Companies Act, allowing for the conclusion of limitation of liability agreements with non-executive directors and corporate auditors.

- (1) In order to enable the expeditious development of an optimal management structure, we propose to allow the election of a president and executive officer who is not a director as a temporary measure before he or she is elected as a director at the general meeting of shareholders.

Other required amendments will be made for purposes such as permitting another of the directors to convene the general meeting of shareholders in accordance with an order established in advance by the board of directors in case of a vacancy of the office of director-president due to the election of the president and executive officer.

Accordingly, Articles 24, 33, 34, and 35 of the Articles of Incorporation will be amended.

- (2) Under the Act on Partial Revision of the Companies Act effective May 1, 2015, companies are allowed to enter into limitation of liability agreements with non-executive directors and corporate auditors. Subsequently, Articles 36 and 42 of the Articles of Incorporation will be amended.

The approval of each corporate auditor has been obtained with respect to the submission of the proposal regarding the amendment to Article 36 of the Articles of Incorporation at the 13<sup>th</sup> Ordinary General Meeting of Shareholders.

2. Details of Amendments

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

3. Schedule

Scheduled date of the General Meeting of Shareholders for the proposed amendments to the Articles of Incorporation: June 26, 2015

Scheduled effective date of the proposed amendments to the Articles of Incorporation: June 26, 2015

Sumitomo Mitsui Financial Group, Inc.

Comparison Table of Existing Articles of Incorporation and Proposed Amendments

(Underlined parts are amended.)

Existing Articles of Incorporation	Proposed Amendments
<p>(Convocation) Article 24.</p> <p>1. An ordinary general meeting of shareholders shall be convened within three months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.</p> <p>2. Except as otherwise provided by applicable law, a general meeting of shareholders shall be convened by the director-president pursuant to a resolution of the board of directors. Should the director-president fail or be unable to act, another of the directors shall act in his or her place in accordance with the seniority established in advance by the board of directors.</p>	<p>(Convocation) Article 24.</p> <p>1. An ordinary general meeting of shareholders shall be convened within three months after the close of each fiscal year and an extraordinary general meeting of shareholders may be convened whenever necessary.</p> <p>2. Except as otherwise provided by applicable law, a general meeting of shareholders shall be convened by the director-president pursuant to a resolution of the board of directors. Should <u>the office of the director-president be vacant, or should the</u> director-president fail or be unable to act, another of the directors shall act in his or her place in accordance with the seniority established in advance by the board of directors.</p>

Existing Articles of Incorporation	Proposed Amendments
<p>(Board of Directors) Article 33.</p> <ol style="list-style-type: none"> <li>1. The board of directors shall consist of all the directors of the Corporation currently in office.</li> <li>2. Except as otherwise provided by applicable law, the director-chairman shall convene, and act as chairman at, all meetings of the board of directors. Should the office of the director-chairman be vacant, or should the director-chairman fail or be unable to act, the director-president shall act in his or her place. Should the director-president also fail or be unable to act, another of the directors shall act as chairman in accordance with the seniority established in advance by the board of directors.</li> <li>3. Notice of a meeting of the board of directors shall be given to each director and each statutory auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.</li> <li>4. Except as otherwise provided by applicable law, all resolutions of the board of directors shall be adopted at a meeting of the board of directors at which a majority of all of the directors entitled to vote at the meeting are present, by a majority of such directors present at such meeting.</li> <li>5. In the event that a director made a proposal with respect to a matter to be resolved at a meeting of the board of directors and all directors who are entitled to vote on such matter agree affirmatively in writing or by electronic means, it shall be deemed that a resolution of a meeting of the board of directors has been made to approve such proposal unless any corporate auditor objects to the resolution.</li> </ol>	<p>(Board of Directors) Article 33.</p> <ol style="list-style-type: none"> <li>1. The board of directors shall consist of all the directors of the Corporation currently in office.</li> <li>2. Except as otherwise provided by applicable law, the director-chairman shall convene, and act as chairman at, all meetings of the board of directors. Should the office of the director-chairman be vacant, or should the director-chairman fail or be unable to act, the director-president shall act in his or her place. Should <u>the office of the director-president be vacant, or should the director-president also fail or be unable to act</u>, another of the directors shall act as chairman in accordance with the seniority established in advance by the board of directors.</li> <li>3. Notice of a meeting of the board of directors shall be given to each director and each statutory auditor at least three days prior to the day set for such meeting; provided, however, that in case of emergency, such period of notice may be shortened.</li> <li>4. Except as otherwise provided by applicable law, all resolutions of the board of directors shall be adopted at a meeting of the board of directors at which a majority of all of the directors entitled to vote at the meeting are present, by a majority of such directors present at such meeting.</li> <li>5. In the event that a director made a proposal with respect to a matter to be resolved at a meeting of the board of directors and all directors who are entitled to vote on such matter agree affirmatively in writing or by electronic means, it shall be deemed that a resolution of a meeting of the board of directors has been made to approve such proposal unless any corporate auditor objects to the resolution.</li> </ol>

Existing Articles of Incorporation	Proposed Amendments
<p>(Representative Directors, Titled Directors)</p> <p>Article 34.</p> <ol style="list-style-type: none"> <li>1. The board of directors shall by its resolution elect one or more representative directors.</li> <li>2. The board of directors may by its resolution appoint from among its members, one director-chairman, one director-president and one or more director-deputy chairmen, director-deputy presidents, senior managing directors and managing directors.</li> </ol> <p style="text-align: center;">( Newly Established )</p>	<p>(Representative Directors, Titled Directors <u>and President and Executive Officer</u>)</p> <p>Article 34.</p> <ol style="list-style-type: none"> <li>1. The board of directors shall by its resolution elect one or more representative directors.</li> <li>2. The board of directors may by its resolution appoint from among its members, one director-chairman, one director-president and one or more director-deputy chairmen, director-deputy presidents, senior managing directors and managing directors.</li> <li>3. <u>Should the office of the director-president be vacant, the board of directors may by its resolution appoint one president and executive officer.</u></li> </ol>
<p>(Powers and Duties of Directors)</p> <p>Article 35.</p> <ol style="list-style-type: none"> <li>1. The director-chairman shall preside over the board of directors.</li> <li>2. The director-deputy chairmen shall assist the director-chairman.</li> <li>3. The director-president shall carry out and implement resolutions of the board of directors and shall generally supervise the entire operation of the Corporation. Should the director-president fail or be unable to act, a director-deputy president, a senior managing director or a managing director shall, in such order of seniority, act in his or her place.</li> <li>4. The director-deputy presidents, the senior managing directors and the managing directors shall assist the director-president and shall carry on the day-to-day businesses of the Corporation.</li> </ol>	<p>(Powers and Duties of Directors <u>and President and Executive Officer</u>)</p> <p>Article 35.</p> <ol style="list-style-type: none"> <li>1. The director-chairman shall preside over the board of directors.</li> <li>2. The director-deputy chairmen shall assist the director-chairman.</li> <li>3. The director-president <u>or the president and executive officer</u> shall carry out and implement resolutions of the board of directors and shall generally supervise the entire operation of the Corporation. Should the director-president <u>or the president and executive officer</u> fail or be unable to act, a director-deputy president, a senior managing director or a managing director shall, in such order of seniority, act in his or her place.</li> <li>4. The director-deputy presidents, the senior managing directors and the managing directors shall assist the director-president <u>or the president and executive officer</u> and shall carry on the day-to-day businesses of the Corporation.</li> </ol>

Existing Articles of Incorporation	Proposed Amendments
<p data-bbox="252 152 703 219">(Limitation of Liability Agreement with <u>Outside Directors</u>)</p> <p data-bbox="252 226 783 591">Article 36. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Corporation may conclude with <u>an outside director</u> an agreement to limit the liability of the <u>outside director</u> under Paragraph 1 of Article 423 of the Companies Act, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.</p> <p data-bbox="252 674 703 741">(Limitation of Liability Agreement with <u>Outside Corporate Auditors</u>)</p> <p data-bbox="252 748 783 1151">Article 42. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Corporation may conclude with <u>an outside corporate auditor</u> an agreement to limit the liability of the <u>outside corporate auditor</u> under Paragraph 1 of Article 423 of the Companies Act, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.</p>	<p data-bbox="820 152 1272 219">(Limitation of Liability Agreement with <u>Non-executive Directors</u>)</p> <p data-bbox="820 226 1351 629">Article 36. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Corporation may conclude with <u>a non-executive director</u> an agreement to limit the liability of the <u>non-executive director</u> under Paragraph 1 of Article 423 of the Companies Act, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.</p> <p data-bbox="820 674 1272 741">(Limitation of Liability Agreement with <u>Corporate Auditors</u>)</p> <p data-bbox="820 748 1351 1151">Article 42. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Corporation may conclude with <u>a corporate auditor</u> an agreement to limit the liability of the <u>corporate auditor</u> under Paragraph 1 of Article 423 of the Companies Act, provided, however, that the limit of liability under such agreement shall be the higher of (i) the amount specified in advance which is not less than 10,000,000 yen or (ii) the amount specified by law.</p>