[NOTICE: This Convocation Notice is a translation of the Japanese language original for convenience purpose only, and in the event of any discrepancy, the Japanese language original shall prevail.]

(Appendix)

Business Report for the 6th Fiscal Year

(April 1, 2016 – March 31, 2017)

Tetsuo Ohkubo, President
Sumitomo Mitsui Trust Holdings, Inc.
1-4-1 Marunouchi, Chiyoda-ku, Tokyo

Table of Contents

1. Overview of Business Activities of Sumitomo Mitsui Trust Holdings, Inc.

2. Matters regarding Directors and Corporate Auditors

3. Matters regarding External Directors and External Auditors

4. Matters regarding Shares of SuMi TRUST Holdings

5. Matters regarding Share Acquisition Rights, etc. of SuMi TRUST Holdings

6. Matters regarding Accounting Auditor

7. Basic Policy on the Individuals Who Control Decision Making of Financial and Business Policy of SuMi TRUST Holdings

8. System to Ensure Appropriate Conduct of Operations

9. Matters regarding Specified Wholly Owned Subsidiary

10. Matters regarding Transactions with the Parent Company

11. Matters regarding Accounting Advisers

12. Others

1. Overview of Business Activities of Sumitomo Mitsui Trust Holdings, Inc.

(1) Developments and Results of Consolidated Business Activities

[Principal Businesses]

The Sumitomo Mitsui Trust Group (hereinafter the "SuMi TRUST Group"), under the control of bank holding company Sumitomo Mitsui Trust Holdings, Inc. (hereinafter "SuMi TRUST Holdings"), engages in trust banking business by Sumitomo Mitsui Trust Bank, Limited (hereinafter "SuMi TRUST Bank") as the core business as well as in diverse financial service businesses through group companies involved in investment trust management, real estate collateralized lending, real estate brokerage, credit cards, as well as leasing.

The SuMi TRUST Group encompasses 71 consolidated subsidiaries and 23 affiliates accounted for by the equity method.

The definitions of subsidiaries and affiliates are based on Article 2, Paragraph 8 of the Banking Act, and Article 4-2 of the Order for Enforcement of the Banking Act.

[Economic and Financial Environment]

Looking back on the economic environment during the fiscal year under review, despite signs of improvement in the employment situation during the first half of the year, the economy continued to experience a temporary lull due to a slack trend in personal consumption and downturns in corporate earnings and business confidence. Consequently, the Japanese government decided to delay raising the consumption tax rate to 10% and announced an economic stimulus package totaling 28 trillion yen. Furthermore, the Bank of Japan introduced a new monetary easing measure, "Quantitative and Qualitative Monetary Easing with Yield Curve Control" in September. Overseas, oil prices rose due to an agreement being reached on the cutting of oil production at the OPEC Meeting in November. Meanwhile, the U.S. economy continued its solid recovery as the Federal Reserve raised the benchmark interest rate in both December and March.

In this environment, the yen strengthened and stock prices fell in the domestic financial market while the yield on the 10-year Japanese government bond remained negative, reflecting the U.K.'s referendum decision in June to leave the EU. However, following Donald Trump's victory in the U.S. presidential election in November, the yen weakened and stock prices rose in expectation of the effect of Trump's economic policies, pushing the yield on the 10-year Japanese government bond into positive territory.

[Developments of Business Activities]

We worked on various business activities amid these economic and financial conditions, being the sole independent financial group in Japan that specializes in trust banking. We tried to refine a business model by which we provide distinct added value and to enhance profitability and to develop new growth areas based on fiduciary spirit, while strengthening collaboration among the SuMi TRUST Group companies as well as outside partner companies.

（Developments of Each Business Segment）

＜Trust Banking Business＞

・An overview of the trust banking business conducted by the SuMi TRUST Group with SuMi TRUST Bank as the core is described below.

1) Retail Financial Services Business

With regard to investment trust and life insurance sales operations in the Retail Financial Services Business, we enhanced our lineup of products centered on discretionary investment management products (wrap accounts), investment trusts and insurance products, and improved the user-friendliness of cumulative investment products utilizing NISA accounts (a Japanese version of individual savings accounts), etc., in order to provide the diversified investment tools needed under Japan's negative interest-rate policy. For loans to individuals, we worked to expand the balance of loans by flexibly setting mortgage loan interest rates in response to market interest-rate fluctuation, enhancing ancillary services, and simplifying procedures. In inheritance-related services, in order to expand our business with clients across generations, we worked to provide products that are passed on from one generation to the next, including "Thinking of Our Grandchildren," a tuition fund endowment trust, and increase the number of our highly specialized financial consultants possessing a wealth of experience. Furthermore, we also worked to improve our services and provide timely information to clients by holding seminars and consultation meetings on an ongoing basis.

SBI Sumishin Net Bank, Ltd. enhanced its products and services that utilize FinTech, etc. by leveraging its strengths as a dedicated internet bank, while working to expand the balance of loans by strengthening card loan sales, in addition to mainstay mortgage loans.

2) Wholesale Financial Services Business

In the Wholesale Financial Services Business, SuMi TRUST Bank worked to contribute to increasing the corporate value of a wide range of domestic and overseas clients by providing total solutions that utilize various functions and services of banking, trusts and real estate in an integrative manner. In overseas markets, we took steps to strengthen the risk management of foreign currency denominated assets. Meanwhile, mainly in the U.S., Europe and Asia where we already have offices, we worked to develop profitable new credit opportunities by utilizing collaboration with overseas financial institutions that operate globally. In addition, we promoted new business through the development of investment products which take into consideration the negative interest-rate policy, and the provision of asset management consulting and solutions to clients such as financial institutions. We also worked on enhancing asset management and succession proposals to clients such as business owners and continued to devise appropriate responses to facilitate the financing needs of our corporate clients.

3) Stock Transfer Agency Services Business

In the Stock Transfer Agency Services Business, we worked to further improve services, such as support for general shareholders meetings and support for corporate public relations activities for investors and shareholders. We also made efforts to reduce costs by streamlining and improving the quality of administration.

We actively provided consulting services tailored to the needs of corporate clients relating to corporate governance code and ESG (environment, society and governance) issues, by using our wealth of information and know-how based on the industry's largest stock transfer agency service base, and also focused on strengthening clerical agent services for clients pursuing initial public offering through collaboration with the Wholesale Financial Services Business.

4) Real Estate Business

In the Real Estate Business, we focused on expanding brokerage transactions with both corporate and individual clients by collaborating with client departments in the SuMi TRUST Group companies and enhancing our proposal capabilities and amount of activities to meet client needs. In addition, we pushed ahead with expanding the volume of information acquired through various consulting functions concerning construction, investment and other matters. We also worked to expand the real estate network with domestic and overseas external partners to push forward the acquisition and globalization of a new client base. With regard to the real estate securitization trust business, we made efforts to increase our balance and to reduce costs by streamlining operations.

5) Fiduciary Services Business

In the pension-related business of the Fiduciary Services Business, we worked to demonstrate our unique capabilities in the provision of information and proposals across both pension systems and asset management. In regard to defined-contribution pension plans, we focused on developing new clients, as well as further cultivating business with existing clients, by providing high-quality administration services. In the asset management and administration business, in order to enhance the transparency of our stewardship activities, we strengthened our systems through the establishment of a dedicated committee and a dedicated department together with efforts to propose customized asset management schemes and asset administration services in line with client needs. Furthermore, we made efforts to expand collaboration with domestic and overseas financial institutions, and enhance our base to develop asset management and administration services globally through our overseas subsidiaries and affiliates.

In addition, regarding the management integration of Japan Trustee Services Bank, Ltd. with Trust & Custody Services Bank, Ltd., we executed a memorandum of understanding with the related companies, with a view to seeking a benefit of scale within the asset administration business and realizing more stable and higher quality operations.

6) Global Markets Business

In the Global Markets Business, faced with a harsh financial environment with firmly established negative interest rates in Japan and rising interest rates in the U.S, we made efforts to control risks in a flexible manner. We also focused on sales of foreign currency deposits through collaboration with the Retail Financial Services Business and sales of structured deposits through collaboration with the Wholesale Financial Services Business. Furthermore, we made efforts to provide derivative functions overseas and enhance our proposal

capabilities to clients, expanding products and services to address risks related to interest rates, foreign exchange and other factors.

In order to clarify our provision of client-oriented total solution services to individual and corporate clients through a fusion of the various functions of the SuMi TRUST Group, we renamed the Retail Financial Services Business to the “Retail Total Solution Services Business,” and the Wholesale Financial Services Business to the “Wholesale Total Solution Services Business.” In addition, in order to respond to the sophisticated needs of corporate clients and manage conflicts of interest appropriately, we separated the Wholesale Asset Management Business, previously located within the Wholesale Financial Services Business, into an independent business.

・An overview of the SuMi TRUST Group’s Leasing Business and Finance-Related Businesses is described below.

<Leasing Business>

Sumitomo Mitsui Trust Panasonic Finance Co., Ltd. worked to increase its volume of leases by enhancing its proposal activities to domestic and overseas SuMi TRUST Bank clients and through initiatives in sales finance via strengthened business with homebuilders. In addition, in order to capture the economic growth of the Asian region, it participated in a joint venture with a local financial institution in Vietnam.

<Finance-Related Businesses>

Nikko Asset Management Co., Ltd. focused on the expansion of sales channels for the “Global Robotics Equity Fund” and the development and provision of new products for individual clients, in an effort to expand the balance of assets under management. It also provided new funds for institutional investors, such as public pensions, financial institutions and other clients, taking into account the negative interest rate environment, and strengthened its client base in overseas markets.

Sumitomo Mitsui Trust Asset Management Co., Ltd., despite being affected by a decline in the market value of assets under management, secured new investment funds exceeding outflows through collaboration with the Retail Financial Services Business of SuMi TRUST Bank, sales support through the training of sales staff, and support to investors by holding seminars for individual clients. In addition, it focused on providing a lineup of investment trust products tailored to the attributes of clients.

Sumitomo Mitsui Trust Loan & Finance Co., Ltd. worked to enhance its capabilities to respond to a wide range of client needs and conduct flexible management of interest-rate while also working to enhance its credit supervision process, with a view to expanding real estate collateralized lending. In addition, it strengthened collaboration with the SuMi TRUST Group companies and worked to increase its external partners for real estate and other businesses.

Sumitomo Mitsui Trust Realty Co., Ltd. increased the number of transactions through enhancing collaboration with SuMi TRUST Bank and increasing its external partners and sales offices. It also made

efforts to raise its recognition level through television and other advertising to increase housing brokerage mainly for individual clients while working to strengthen its system for responding to corporate clients.

Sumitomo Mitsui Trust Club Co., Ltd. worked to increase the recognition level of the Diners brand through activities such as the Japanese food culture support project. It also made efforts to further enhance its services to its clients through initiatives such as the launching of a card in partnership with SuMi TRUST Bank.

Sumitomo Mitsui Trust Card Co., Ltd. focused on the cultivation of new clients in various organizations and occupations. It also made efforts to increase the number of members through the acquisition of various new members, such as clients of SuMi TRUST Bank.

(Efforts to Reinforce the Financial Base)

The SuMi TRUST Group promoted efforts to further reinforce its financial base, and continued to conduct stringent management of credit control to prevent future risk factors.

Meanwhile, as a result of the SuMi TRUST Group making progress in the task of steadily reducing the balance of strategic-shareholdings, the balance of Japanese listed stocks on an acquisition cost basis held by the SuMi TRUST Group at the fiscal year-end under review decreased by 28.2 billion yen year-on-year to 666.2 billion yen.

(Initiatives for Enhancing Corporate Governance)

In order to achieve sustainable growth and medium- to long-term enhancement of the corporate value of the SuMi TRUST Group, we established the Basic Policy on Corporate Governance and worked towards ensuring management transparency and appropriateness through increased numbers of external directors and external auditors and the functions of the Nominating and Compensation Committee and the Audit Committee, both advisory bodies to the Board of Directors. However, after extensive discussions toward further enhanced corporate governance practice, the Board of Directors has decided to change the institutional design of governance at SuMi TRUST Holdings from a “company with a board of company auditors” to a “company with three committees,” subject to approval at this general meeting of shareholders.

(Status of CSR Activities)

The SuMi TRUST Group continues to promote CSR (corporate social responsibility) activities to play an active role in building a sustainable society. During the fiscal year under review, based on the external evaluation regarding materiality (priority issues), we engaged in dialogue with departments in charge of high-priority areas related to the materiality themes within the Group, and utilized such dialogue to improve operations and expand information disclosure. We also worked to enhance our framework for dealing with important environmental and social issues. We also organized initiatives such as the "Silver College," a series of courses where clients can learn how to make preparations for fulfilling retirement years, and support for local government hydropower projects in cooperation with our Group subsidiaries and affiliates.

[Results of Business Activities]

(Consolidated Financial Results for the Fiscal Year 2016)

In the fiscal year under review, net business profit before credit costs decreased 85.9 billion yen from the previous fiscal year to 232.3 billion yen. This was mainly attributable to deterioration in market-related income at SuMi TRUST Bank, despite a rise in profit contributions from consolidated subsidiaries.

Ordinary profit was down 81.6 billion yen from the previous fiscal year to 196.3 billion yen as total credit costs increased while net gains on stocks improved.

As a result, net income attributable to owners of the parent decreased 45.4 billion yen from the previous fiscal year to 121.4 billion yen.

(Segment Information)

Ordinary profit by business segment and the ratio of such profit to ordinary profit before eliminating internal transactions for the fiscal year under review stood at 165.2 billion yen (85.7%) for the trust banking business, 10.4 billion yen (5.4%) for the leasing business, and 17.1 billion yen (8.9%) for the finance-related businesses.

(Assets and Liabilities)

Consolidated total assets increased 7,223.7 billion yen from the end of the previous fiscal year to 65,453.7 billion yen, and consolidated net assets increased 87.1 billion yen to 2,791.6 billion yen.

As for major accounts, cash and due from banks increased 7,019.9 billion yen to 26,944.4 billion yen, loans and bills discounted increased 514.5 billion yen to 28,040.4 billion yen, securities increased 201.4 billion yen to 5,127.7 billion yen, and deposits increased 9,298.8 billion yen to 36,000.8 billion yen.

Aggregate trust assets increased 24,369.9 billion yen from the end of the previous fiscal year to 261,127.2 billion yen.

[Issues to be Addressed]

In order to adapt to changes in the business environment and carve out a new growth trajectory, as the economy and society of Japan reach maturity and the low interest rate environment persists, the SuMi TRUST Group has formulated a new midterm management plan, "The Second Foundation." This plan is based on the

triple-reform, “reformation of business models,” “enhancement of corporate governance” and “promotion of fiduciary duty,” and we will pursue the important themes stated below as we strive toward our vision, the “Evolution of the Trust Bank.”

(Reformation of Business Models toward the “Evolution of the Trust Bank”)

The SuMi TRUST Group has developed new products and services in accordance with changes in the needs of clients and the economic environment, and has dedicated itself to forming a multi-layered earnings structures and diversifying its business portfolio. Such various functions and diverse business portfolio are of great advantage to the SuMi TRUST Group. Going forward, in this era of rising economic and financial uncertainty, we need to further increase the added value of our total solution services by further enhancing these strengths.

Recognizing these issues, we intend to deliver the reformation of business models that meets the needs of clients and addresses environmental changes, while striving to place the SuMi TRUST Group on a new growth trajectory, in the Group’s new midterm management plan, “The Second Foundation.”

Amid the ongoing financial and economic turnaround, the asset management, administration and inheritance needs of clients have grown ever more complex. The SuMi TRUST Group is committed to establishing itself as the “best partner” for clients that accurately responds to social demands and client expectations.

For example, for individual clients who seek sound asset building and asset inheritance in addressing the declining birthrate and aging population, we will focus on providing services by utilizing long-term stable consulting and the private banking business, in which the SuMi TRUST Group has expertise.

For both corporate and individual clients, we will provide services that leverage the SuMi TRUST Group’s wide range of functions for all asset management and administration needs for funds, securities, real estate, etc., aspiring to become the leading group for asset management and administration in Japan.

Leveraging our unique status as Japan’s sole independent trust bank group, we will expand our collaborative network with regional and foreign financial institutions, provide a wide array of products and services to more clients, and work to actively contribute to revitalizing local communities

Through the activities mentioned above, we will establish our position as the “best partner,” gaining trust and support from our clients, and find a new revenue base with medium- to long-term prospects so that we can deliver the reformation of business models that will provide further growth of the SuMi TRUST Group.

(Enhancement of Corporate Governance)

The SuMi TRUST Group will strive to enhance corporate governance, aiming at sustainable growth and medium- to long-term enhancement of the corporate value of the SuMi TRUST Group. Specifically, we will achieve flexible and versatile business execution through prompt management decisions, by changing to a “company with three committees” and thereby delegating decision-making regarding business execution from the Board of Directors to executive officers. At the same time, we will strengthen the Board of Directors’ supervisory and restraining capabilities for business execution and secure the effectiveness of governance by establishing three statutory committees (Nominating Committee, Audit Committee and Compensation

Committee) where external directors shall be in the majority in each committee.

Moreover, as one of the domestic systemically important banks in Japan (D-SIBs), SuMi TRUST Holdings is responsible for building a highly advanced corporate governance system. To this end, we will establish a Risk Committee, which shall coordinate the construction and enhancement of an effective risk governance system within the SuMi TRUST Group.

(Promotion of Fiduciary Duty)

In an effort to establish strong credibility and reliability with our clients, shareholders and society, we will work towards enhancing our fiduciary duty, including further stringent management of conflicts of interest, by exercising our various distinctive capabilities as a trust bank group specialized in trust businesses. As part of these initiatives, we will establish a Conflicts of Interest Committee, which shall oversee the implementation of fiduciary duty in each of the SuMi TRUST Group companies.

(Enhancement of Human Resource Cultivation and Promotion of Work Style Reform)

We view human resources as a valuable management resource for the source of competitive strength of the SuMi TRUST Group. We will enhance the cultivation of our human resources that further sharpens expertise, comprehensive capabilities and creativity, based on fiduciary spirit, with the aim of fostering the most trusted personnel in the financial industry.

Furthermore, we consider the Work Style Reform as a significant issue to be addressed in achieving sustainable growth of the SuMi TRUST Group. We will strive to create a workplace which acknowledges the diversity of individuals and enables employees to maximize their abilities and work with future visions, pride and satisfaction.

(Strengthening of Financial Position and Sophistication of Risk Management and Compliance Frameworks)

We will steadily implement the scheduled reduction of strategic-shareholdings to further strengthen and expand our financial foundation continuously, in response to tightened global financial regulations such as Basel III. In addition, we will work to restructure credit portfolios, reflecting uncertainties in the economic and financial climate in and outside Japan and also reflecting foreign currency funding costs. We will further enhance cost reduction efforts, including a review of various fixed costs, and engage in activities to improve operational efficiency and profitability.

On the risk management front, we will strengthen adaptability in response to changes in the financial markets, for both revenue and risks. We will also make efforts to appropriately prepare for global financial regulations, including local laws and regulations at overseas offices, and handle them in a more sophisticated manner.

With respect to compliance, as a financial institution placing value on public trust, we will continue to improve a compliance framework suitable for global activities, while addressing compliance-related issues, including enhancement of information management, elimination of deals with antisocial forces, and enhancement of client protection management.

(Expansion of Consolidated Profit)

Our Group subsidiaries and affiliates will strive to expand consolidated profit by enhancing the existing businesses, as well as developing further business opportunities with clients, exploiting new business growth areas, and expanding the Group-wide capability to provide solutions through collaboration among the SuMi TRUST Group companies including SuMi TRUST Bank. They will also make efforts to improve operational efficiency through cost reduction, etc.

Finally, amid the ongoing financial and economic turnaround, the asset management, administration and inheritance needs of both individual and corporate clients have grown ever more complex. We will provide finely tuned total solution services utilizing our significant expertise and comprehensive capabilities unique to the SuMi TRUST Group, and establish the SuMi TRUST Group as the “best partner” for clients that accurately responds to social demands and client expectations. At the same time, we will continuously enhance our compliance system to fulfill further our social responsibility and public mission.

We would be grateful for your continued understanding and support.

(2) Changes in Financial Position and Results of Operations

a. Changes in Financial Position and Results of Operations (Consolidated Basis) （100 Millions of Yen）

	FY2013	FY2014	FY2015	FY2016
Ordinary income	11,875	12,035	11,989	12,612
Ordinary profit	2,580	2,924	2,780	1,963
Net income attributable to owners of the parent	1,376	1,596	1,669	1,214
Comprehensive income	2,397	4,993	593	1,553
Net assets	24,410	27,169	27,045	27,916
Total assets	418,894	462,359	582,299	654,537

（Note） Amounts less than 100 million yen are rounded down

b. Changes in Financial Position and Results of Operations (Non-consolidated Basis) （100 Millions of Yen）

	FY2013	FY2014	FY2015	FY2016
Operating income	345	599	599	582
Dividends received	295	556	547	547
Dividends received from banking subsidiaries	294	556	547	546
Dividends received from other subsidiaries	0	0	0	0
Net income	Million Yen 24,431	Million Yen 51,173	Million Yen 50,503	Million Yen 50,376
Net income per share	Yen 5.13	Yen 12.54	Yen 131.10	Yen 131.59
Total assets	17,559	16,540	18,241	19,681
Investments in banking subsidiaries	16,310	15,220	15,220	15,220
Investments in other subsidiaries	94	86	86	86

（Notes） 1. Amounts less than 100 million yen are rounded down.
2. Net income per share is calculated according to ASBJ Statement No.2 “Accounting Standard for Earnings per Share”
3. SuMi TRUST Holdings consolidated its shares with a ratio of ten shares of common stock into one share effective October 1, 2016. Net income per share of common stock is calculated as if the consolidation of shares had occurred at the beginning of the fiscal year ended March 31, 2016.

(3) Employees of the SuMi TRUST Group

	The end of March 2017			The end of March 2016		
	Trust banking business	Leasing business	Finance-related business	Trust banking business	Leasing business	Finance related business
Number of employees	14,458	881	3,158	14,339	837	3,092

（Notes） 1. Number of Employees includes overseas hires, and excludes contract and temporary staffs.
2. Employees include executive officers who do not have a concurrent position as Director.
3. Number of Employees includes SuMi TRUST Holdings employees plus employees of consolidated subsidiaries.

(4) Principal Offices of the SuMi TRUST Group

a. Trust Banking Business (SuMi TRUST Bank)

・Principal Offices and the Number Thereof

Domestic：148 offices including Tokyo Business Department, Osaka Business Department, Yokohamaeki-Nishiguchi Branch, Kobe Branch, Nagoya Business Department, Chiba Branch, Urawa Branch (149 offices at the end of the previous fiscal year)

Overseas：New York Branch, London Branch, Singapore Branch, Hong Kong Branch, Shanghai Branch (5 locations at the end of the previous fiscal year)

（Notes）1. The number of offices includes sub-branches.
2. In addition to above, there were 4 overseas representative offices as of the end of the fiscal year under review (4 locations at the end of the previous fiscal year).

b. Trust Banking Business（Principal subsidiary companies and corporations）

Name of principal companies	Principal offices
Japan Trustee Services Bank, Ltd.	Head Office (Tokyo)
Sumitomo Mitsui Trust Guarantee Co., Ltd.	Head Office (Tokyo), Osaka Branch

c. Bank Agencies of SuMi TRUST Bank

Name	Place of the principal office	Principal businesses other than banking agency
SBI Sumishin Net Bank, Ltd.	Minato-ku, Tokyo	Banking business

d. Leasing Business

Name of principal companies	Principal offices
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.	Head Office (Tokyo), Osaka Branch

e. Finance-related Business

Name of principal companies	Principal offices
Nikko Asset Management Co., Ltd.	Head Office (Tokyo)
Sumitomo Mitsui Trust Asset Management Co., Ltd.	Head Office (Tokyo)
Sumitomo Mitsui Trust Realty Co., Ltd.	Head Office (Tokyo)
Sumitomo Mitsui Trust Loan & Finance Co., Ltd.	Head Office (Tokyo), Osaka Branch
Sumitomo Mitsui Trust Research Institute Co., Ltd.	Head Office (Tokyo)
Sumitomo Mitsui Trust Club Co., Ltd.	Head Office (Tokyo), Okinawa Office

(5) Capital Investment of the SuMi TRUST Group

a. Total Amount of Capital Investment

（Millions of Yen）

Business segment	Amount
Trust banking business	59,336
Leasing business	1,392

Finance-related business	1,452
Total	62,181

（Notes） 1. Figures above are rounded down basis.
2. The above amounts include investments in intangible fixed assets.
3. The above figures are the total amount of capital investment of SuMi TRUST Holdings and consolidated subsidiaries.

b. Establishment of Principal Facilities, etc.

（New additions and renovations）

（Millions of Yen）

Business segment	Company name	Description	Amount
Trust banking business	SuMi TRUST Bank	Relocation of Nagoya-Sakae Branch	875
		Renovation of Fuchu Building	1,004
		Investment in Software	40,907
	Japan Trustee Services Bank, Ltd.	Investment in Software	2,049

(Note) Figures above are rounded down basis.

（Disposal and Sales）

Not Applicable.

(6) Principal Parent Company and Subsidiaries, etc.

a. Parent Company

Not Applicable.

b. Subsidiaries

（Consolidated subsidiaries）

Company name	Location	Main business	Date of establishment	Capital（Millions of Yen）	% of SuMi TRUST Holdings voting rights（%）	Other
SuMi TRUST Bank	Chiyoda-ku, Tokyo	Trust business, Banking business	July 28, 1925	342,037	100.00	－
Sumitomo Mitsui Trust Asset Management Co., Ltd.	Minato-ku, Tokyo	Investment management business, Investment advisory and agency business	November 1, 1986	300	100.00	－
Sumitomo Mitsui Trust Research Institute Co., Ltd.	Minato-ku, Tokyo	Survey, Research, Consulting, Investment advisory	July 1, 1988	300	100.00	－
Japan Trustee Services Bank, Ltd.	Chuo-ku, Tokyo	Banking business, Trust business	June 20, 2000	51,000	66.66	－
MTH Preferred Capital 5 (Cayman) Limited	Grand Cayman, Cayman Island	Finance business	February 8, 2007	33,700	100.00	－

Company name	Location	Main business	Date of establishment	Capital (Millions of Yen)	% of SuMi TRUST Holdings voting rights (%)	Other
CMTH Preferred Capital 6 (Cayman) Limited	Grand Cayman, Cayman Island	Finance business	January 29, 2008	42,700	100.00	—
CMTH Preferred Capital 7 (Cayman) Limited	Grand Cayman, Cayman Island	Finance business	November 28, 2008	41,600	100.00	—
Japan Securities Agents, Ltd.	Chuo-ku, Tokyo	Stock transfer agency business	September 13, 1950	500	85.10 (85.10)	—
Nikko Asset Management Co., Ltd.	Minato-ku, Tokyo	Investment management, Investment advisory	December 1, 1959	17,363	91.81 (91.81)	—
Tokyo Securities Transfer Agent Co., Ltd.	Chiyoda-ku, Tokyo	Stock transfer agency business	November 1, 1962	50	100.00 (100.00)	—
Sumitomo Mitsui Trust Panasonic Finance Co., Ltd.	Minato-ku, Tokyo	Leasing, Installment purchase services, Credit cards	February 27, 1967	25,584	84.89 (84.89)	—
Sumitomo Mitsui Trust Club Co., Ltd.	Chuo-ku, Tokyo	Credit card business	April, 2, 1977	100	100.00 (100.00)	—
Sumishin Guaranty Company Limited	Minato-ku, Tokyo	Credit guarantee business	August 25, 1977	300	100.00 (100.00)	—
Sumitomo Mitsui Trust Guarantee Co., Ltd.	Minato-ku, Tokyo	Credit guarantee business	July 10, 1978	301	100.00 (100.00)	—
Sumitomo Mitsui Trust Card Co., Ltd.	Minato-ku, Tokyo	Credit card business	June 24, 1983	100	100.00 (100.00)	—
Sumitomo Mitsui Trust Realty Co., Ltd.	Chiyoda-ku, Tokyo	Real estate brokerage business	January 24, 1986	300	100.00 (100.00)	—
Sumitomo Mitsui Trust General Services Co., Ltd.	Minato-ku, Tokyo	Real estate rental and management business	April 2, 1988	100	100.00 (100.00)	—
Sumitomo Mitsui Trust Wealth Partners Co., Ltd.	Chiyoda-ku, Tokyo	Consulting business	November 6, 1989	155	100.00 (100.00)	—
Sumitomo Mitsui Trust Loan & Finance Co., Ltd.	Minato-ku, Tokyo	Money lending business	January 22, 1992	6,000	100.00 (100.00)	—
Sumitomo Mitsui Trust Investment Co., Ltd.	Minato-ku, Tokyo	Security investment business	March 22, 2000	100	100.00 (100.00)	—
Sumitomo Mitsui Trust Real Estate Investment Management Co., Ltd.	Chiyoda-ku, Tokyo	Investment management business, Investment advisory	November 7, 2005	300	100.00 (100.00)	—
Sumitomo Mitsui Trust (Hong Kong) Limited	Hong Kong Special Administrative Region, People's Republic of China	Security business	July 4, 1978	5,046 [USD45.00 m]	100.00 (100.00)	—
Sumitomo Mitsui Trust Bank (Luxembourg) S.A.	Howald, Grand Duchy of Luxembourg	Banking, securities, trust business	April 22, 1985	3,364 [USD30.00 m]	100.00 (100.00)	—

Company name	Location	Main business	Date of establishment	Capital (Millions of Yen)	% of SuMi TRUST Holdings voting rights (%)	Other
Sumitomo Mitsui Trust (UK) Limited	London, U.K.	Trust business	March 6, 1986	249 [£1.78m]	100.00 (100.00)	—
Sumitomo Mitsui Trust International Limited	London, U.K.	Securities business	July 2, 1986	2,798 [£20.00m]	100.00 (100.00)	—
Sumitomo Mitsui Trust Bank (U.S.A.) Limited	Hoboken, New Jersey, US	Banking, Trust business	May 20, 2002	6,280 [USD56.00 m]	100.00 (100.00)	—
Sumitomo Mitsui Trust (Ireland) Limited	Dublin, Ireland	Trust business	June 1, 2004	9,082 [€75.87m]	100.00 (100.00)	—
STB Preferred Capital 3 (Cayman) Limited	Grand Cayman, Cayman Island	Finance business	February 14, 2007	51,500	100.00 (100.00)	—
STB Preferred Capital 4 (Cayman) Limited	Grand Cayman, Cayman Island	Finance business	May 26, 2008	111,600	100.00 (100.00)	—
Sumitomo Mitsui Trust Bank (Thai)Public Company Limited	Bangkok, Thailand	Banking business	July 7, 2014	65,000 [THB20,000 m]	100.00 (100.00)	—

（Affiliates accounted for by the equity method, etc.）

Company name	Location	Main business	Date of establishment	Capital (Millions of Yen)	% of SuMi TRUST Holdings voting rights (%)	Other
SBI Sumishin Net Bank, Ltd.	Minato-ku, Tokyo	Banking business	June 3, 1986	31,000	50.00 (50.00)	—
Zijin Trust Co., Ltd.	Nanjing, Jiangsu Province, People's Republic of China	Trust business	September 25, 1992	39,959 [CNY2,453 m]	19.98 (19.98)	—
Midwest Railcar Corporation	Maryville, Illinois, US	Leasing business	December 31, 1998	53 [USD 470,000]	— (—) [100.00]	—

(Notes) 1. Figures above are rounded down basis.

2. Capital denominated in foreign currencies is translated into Japanese yen using the exchange rate prevailing at SuMi TRUST Holdings' balance sheet date.
3. Percentage of voting right of subsidiaries, etc. held by SuMi TRUST Holdings is rounded down to 2 decimal places.
4. The number in the round bracket ( ) for the voting right of subsidiaries, etc. held by SuMi TRUST Holdings represents the percentage of indirect ownership of subsidiaries, and the number in the square bracket [ ] represents the percentage of ownership of those "who acknowledge exercising their voting rights in ways consistent with their self-intention due to the close relationship between their interests and the affiliates' equity investments, personnel, funding, technologies and transactions, etc." or those "who agree they exercised their voting rights in ways consistent with self-intention".

5. SuMi TRUST Bank and Sumitomo Mitsui Trust Panasonic Finance Co., Ltd., our consolidated subsidiaries, acquired a 50% share of Midwest Railcar Corporation's holding company as of June 16, 2016 from Marubeni Corporation and Midwest Railcar became an equity method affiliate, etc. of SuMi TRUST Holdings.
6. Top REIT Asset Management Co., Ltd. is in the process of liquidation and so is not listed above.
7. Outline of the significant business collaborations involving SuMi TRUST Holdings' subsidiaries are as follows.

[SuMi TRUST Bank]

(1)SuMi TRUST Bank has the business alliance with Japan Post Bank Co., Ltd. to provide automatic cash withdrawals and deposit services through mutual use of ATMs, and the Japan Post "YuYu Pack" fixed-time fixed-amount automated account transfer service.

(2)SuMi TRUST Bank has the business alliance with E-net Co., Ltd. to provide automatic cash withdrawals and deposits via ATMs in a tie-up with convenience stores, etc., by participating in a joint ATM operation business.

(3)SuMi TRUST Bank has the business alliance agreement with Seven Bank, Ltd. concerning joint ATMs, and is providing automatic cash withdrawals and deposit services via ATMs.

(4)SuMi TRUST Bank provides automatic cash withdrawal service based on the mutual use of ATMs between SuMi TRUST Bank and AEON BANK, LTD., under a collaboration agreement.

(5)As of the end of March 2017, SuMi TRUST Bank has signed trust agency agreement (*) with 117 financial institutions, business corporations and foundations, for providing trust services to clients.

(*)Trust agency is a collective term for trust agreement agencies under Trust Business Law, and agencies concurrently engaged in trust business under Article 1 of the Law Concerning Financial Institutions' Concurrent Management of Trust Business.

(7) Major Creditors

Not Applicable.

(8) Transfer of Business

Not Applicable.

(9) Other Important Matters regarding the SuMi TRUST Group

Not Applicable.

2. Matters regarding Directors and Corporate Auditors

(1) Directors and Corporate Auditors （As of March 31, 2017）

Name	Position	Responsibility	Significant concurrent positions	Other
Hitoshi Tsunekage	Chairman （Representative Director）		President of SuMi TRUST Bank	
Kunitaro Kitamura	President (Representative Director)		Chairman of SuMi TRUST Bank	
Nobuo Iwasaki	Deputy President （Representative Director）	General Assistance	Deputy President of SuMi TRUST Bank	
Rikiya Hattori	Deputy President （Representative Director）	General Assistance	Deputy President of SuMi TRUST Bank	
Tetsuo Ohkubo	Deputy President （Representative Director）	General Assistance	Deputy President of SuMi TRUST Bank	
Yoshiaki Koshimura	Director, Managing Executive Officer	Internal Audit Department	Director, Managing Executive Officer of SuMi TRUST Bank	
Soichi Shinohara	Director (External Director)		President of Kyoto Gakuen University	
Takeshi Suzuki	Director (External Director)		Director (External Director) of AICHI CORPORATION	
Mikio Araki	Director (External Director)		President of The Japan Economic Research Institute, Director (External Director) of Kintetsu Group Holdings Co., Ltd., Auditor (External Auditor) of Japan Freight Railway Company	
Takashi Kamikanda	Senior Corporate Auditor			
Yasuyuki Yagi	Senior Corporate Auditor			
Tetsuya Yoshimoto	Corporate Auditor (External Auditor)			
Shinichi Saito	Corporate Auditor (External Auditor)		Representative Director, CO-CEO of Japan Industrial Solutions, Ltd., Director (External Director) of Meikoshokai Co., Ltd.	（Note） Please refer to 5.
Takashi Yoshida	Corporate Auditor (External Auditor)		Certified Public Accountant, Corporate Auditor (External Auditor) of Nippon Seiro Co., Ltd., Director (External Director) of Cosmos Initia Co., Ltd.	（Note） Please refer to 6.

（Notes）1. Mr. Nobuo Iwasaki and Mr. Rikiya Hattori have resigned post as Representative Director as of March 31, 2017. In addition, Mr. Tetsuo Ohkubo has assumed office of President (Representative Director) as of April 1, 2017 and Mr. Yoshiaki Koshimura assumed office of Director, Senior Managing Executive Officer as of April 1, 2017. SuMi TRUST Holdings' Board of Directors as of April 1, 2017 is as shown below.

Name	Position	Responsibility	Significant concurrent positions	Other
Hitoshi Tsunekage	Chairman （Representative Director）		Director of SuMi TRUST Bank	
Tetsuo Ohkubo	President （Representative Director）		Director of SuMi TRUST Bank	
Yoshiaki Koshimura	Director, Senior Managing Executive Officer	Planning and Coordination Department	Director, Senior Managing Executive Officer of SuMi TRUST Bank	
Kunitaro Kitamura	Director (Representative Director)		Chairman of SuMi TRUST Bank	
Nobuo Iwasaki	Director		Chairman of Sumitomo Mitsui Trust Business Service Co., Ltd., Chairman of Sumitomo Mitsui Trust Realty Co., Ltd.	
Rikiya Hattori	Director		Deputy Chairman of SuMi TRUST Bank	
Soichi Shinohara	Director (External Director)		President of Kyoto Gakuen University	
Takeshi Suzuki	Director (External Director)		Director (External Director) of AICHI CORPORATION	
Mikio Araki	Director (External Director)		President of The Japan Economic Research Institute, Director (External Director) of Kintetsu Group Holdings Co., Ltd., Auditor (External Auditor) of Japan Freight Railway Company	
Yasuyuki Yagi	Senior Corporate Auditor			
Takashi Kamikanda	Senior Corporate Auditor			
Tetsuya Yoshimoto	Corporate Auditor (External Auditor)			
Shinichi Saito	Corporate Auditor (External Auditor)		Representative Director, CO-CEO of Japan Industrial Solutions, Ltd., Director (External Director) of Meikoshokai Co., Ltd.	（Note） Please refer to 5.
Takashi Yoshida	Corporate Auditor (External Auditor)		Certified Public Accountant, Corporate Auditor (External Auditor) of Nippon Seiro Co., Ltd., Director (External Director) of Cosmos Initia Co., Ltd.	（Note） Please refer to 6.

2. Messrs. Soichi Shinohara, Takeshi Suzuki and Mikio Araki are External Directors as provided for in Article 2, Paragraph 15 of the Companies Act.
3. Messrs. Tetsuya Yoshimoto, Shinichi Saito and Takashi Yoshida are External Auditors as provided for in Article 2, Paragraph 16 of the Companies Act.
4. Messrs. Soichi Shinohara, Takeshi Suzuki, Mikio Araki, Tetsuya Yoshimoto, Shinichi Saito and Takashi Yoshida have all been registered with the Tokyo Stock Exchange and the Nagoya Stock Exchange, as independent officers according to the provisions of rules at each stock exchange.
5. Mr. Shinichi Saito, having served as an executive officer and finance department manager in a general trading company and a general manager in a major auditing firm, has considerable knowledge and experience in finance and accounting.
6. Mr. Takashi Yoshida is a certified public accountant (CPA), having served in a major auditing firm for a long time thus holding considerable knowledge and experience in finance and accounting.
7. Auditor who resigned during the fiscal year under review is as shown below.

Name	Date of resignation	Position and responsibility	Significant concurrent positions, other
Teruhiko Sugita	Resigned on June 29, 2016	Senior Corporate Auditor	

（Note） Position and responsibility, and significant concurrent positions are as of the date of resignation.

(2) Compensation, etc. for Directors and Corporate Auditors

（Millions of Yen）

Classification	Persons paid	Compensation, etc
Directors	9	204 (of this, 0 is not compensation)
Corporate Auditors	6	84 (of this, 0 is not compensation)
Total	15	288 (of this, 0 is not compensation)

(Notes) 1. The compensation data is on an annual basis with amounts less than 1 million yen are rounded down.
2. The number of corporate auditors to whom compensation, etc. was paid includes one corporate auditor who resigned upon the close of the 5th Ordinary General Meeting of Shareholders.
3. Compensation, etc. includes 13 million yen provisions for stock options (share acquisition rights) to be allocated to Directors.
4. The SuMi TRUST Group has been engaged in a wide range of business fields, centered around SuMi TRUST Bank as a core subsidiary, adopting a management style that aims to increase revenue by expanding the size of assets under management by enlarging the client base in the medium- and long- term, rather than pursuing short-term revenue. With this background as a characteristic of a trust banking group, with regard to compensation for Directors and Corporate Auditors, the SuMi TRUST Group has put a priority on attributes and capabilities of Directors and Corporate Auditors as corporate executives, without exclusive emphasis on performance evaluation for a single fiscal year focusing on contribution to short-term revenue, and has established a system/structure based on comprehensive evaluation reflecting medium- and long-term performance. In addition, compensation for External Directors of SuMi TRUST Holdings and SuMi TRUST Bank shall be composed of the fixed monthly compensation alone and resolved at the Board of Directors meeting, taking into consideration the business conditions of SuMi TRUST Holdings, the compensation level of its internal Directors, general standards and the like. The compensation of Corporate Auditors of SuMi TRUST Holdings and SuMi TRUST Bank shall be composed of the fixed monthly compensation alone and the suitable level for Corporate Auditors of SuMi TRUST Holdings and SuMi TRUST Bank shall be discussed by Corporate Auditors, taking into consideration the business conditions of SuMi TRUST Holdings, compensation levels of Directors, general standards and the like.
5. The compensation structure and compensation table for Directors and Executive Officers and compensation amounts of individual officers at SuMi TRUST Holdings and SuMi TRUST Bank shall be determined by the following procedures:
   (i) The Nominating and Compensation Committee that was established as an advisory body to the Board of Directors of SuMi TRUST Holdings shall review matters relating to officers' compensation of SuMi TRUST Holdings and SuMi TRUST Bank (officers' compensation structure, officers' compensation table and other important matters) and then report the results of the review to the Board of Directors of each company.

(ii) In principal, a majority of the Nominating and Compensation Committee members shall be External Directors. The chair shall be selected from External Directors, in principle, through a mutual election by the members.

(iii) The compensation amounts, bonus amounts, and the number of stock-compensation-type stock option rights and the like for individual Directors (excluding External Directors) and Executive Officers of SuMi TRUST Holdings and SuMi TRUST Bank based on the performance evaluation shall be proposed at the performance evaluation meeting that is composed of SuMi TRUST Holdings' internal officers and resolved at the Board of Directors meeting.

Details of the determined compensation amount and the like shall be reported at the explanatory meeting for External Directors and External Auditors of SuMi TRUST Holdings and SuMi TRUST Bank. This meeting is organized in order to establish an opportunity to hear opinions from an objective standpoint. The opinions are used for appropriate administration of compensation for Directors and Corporate Auditors.

6. Compensation limits decided at the general meeting of shareholders are 30 million yen per month for Directors and 9 million yen per month for Corporate Auditors. The limit for compensation, etc. regarding stock options (share acquisition rights) is 40 million yen per year for Directors, apart from the current amount of compensation for Directors.
7. The total amount of compensation, etc. for Directors and Corporate Auditors of SuMi TRUST Holdings paid by SuMi TRUST Holdings and its consolidated subsidiaries is expected to be 440 million yen for a total of 9 Directors and 84 million yen for a total of 6 Corporate Auditors.

(3) Liability Limitation Agreement

Name	Summary of Liability Limitation Agreement
(External Directors) Soichi Shinohara Takeshi Suzuki Mikio Araki (External Auditors) Tetsuya Yoshimoto Shinichi Saito Takashi Yoshida	Pursuant to Article 427, Paragraph 1 of the Companies Act, SuMi TRUST Holdings has entered into an agreement with each of External Directors and External Auditors listed on the left to limit their liability for damages as provided for in Article 423, Paragraph 1 of the Companies Act. The limitation of liability under such agreement shall be the Minimum Liability Amount provided for by laws or regulations.

3. Matters regarding External Directors and External Auditors

(1) Concurrent Positions and Other Details on External Directors and External Auditors

(As of March 31, 2017)

Name	Concurrent positions and other details
Soichi Shinohara	President of Kyoto Gakuen University
Takeshi Suzuki	Director (External Director) of AICHI CORPORATION
Mikio Araki	President of The Japan Economic Research Institute, Director (External Director) of Kintetsu Group Holdings Co., Ltd., Auditor (External Auditor) of Japan Freight Railway Company
Shinichi Saito	Representative Director, CO-CEO of Japan Industrial Solutions, Ltd., Director (External Director) of Meikoshokai Co., Ltd.
Takashi Yoshida	Certified Public Accountant, Corporate Auditor (External Auditor) of Nippon Seiro Co., Ltd., Director (External Director) of Cosmos Initia Co., Ltd.

(Note) SuMi TRUST Holdings has no special interest with other corporations in which external directors and external auditors have concurrent positions.

(2) Major Activities of External Directors and External Auditors

Name	Term of office	Attendance at Board of Directors meetings and Board of Corporate Auditors meetings	Statements and other activities at Board of Directors meetings and Board of Corporate Auditors meetings
Soichi Shinohara	3 years, 9 months	He attended 19 out of 20 Board of Directors meetings held during the fiscal year under review.	He presented his insights from the viewpoint of an expert on international economics and macroeconomics.
Takeshi Suzuki	1 year, 9 months	He attended all 20 Board of Directors meetings held during the fiscal year under review.	He presented his insights from the viewpoint of an experienced corporate executive.
Mikio Araki	1 year, 9 months	He attended all 20 Board of Directors meetings held during the fiscal year under review.	He presented his insights from the viewpoint of an experienced economics and financial professional.
Tetsuya Yoshimoto	3 years, 9 months	He attended all 20 Board of Directors meetings and all 15 Board of Corporate Auditors meetings held during the fiscal year under review.	He presented his insights from the viewpoint of an experienced lawyer.
Shinichi Saito	3 years, 9 months	He attended 19 out of 20 Board of Directors meetings, and 14 out of 15 Board of Corporate Auditors meetings held during the fiscal year under review.	He presented his insights from the viewpoint of an experienced corporate executive and of a financial and accounting expert.
Takashi Yoshida	9 months	He attended all 15 Board of Directors meetings and all 11 Board of Corporate Auditors meetings held after his assumption of office as Corporate Auditor.	He presented his insights from the viewpoint of an experienced financial and accounting expert.

(Notes) 1. Terms of office of less than one month are rounded down.
2. External Directors and External Auditors periodically attend meetings for the exchange of opinions with Representative Directors and express their views.

(3) Compensation, etc. for the External Directors and External Auditors

（Millions of Yen）

	Persons paid	Compensation etc. paid by SuMi TRUST Holdings	Compensation, etc. paid by parent company, etc. of SuMi TRUST Holdings
Total amount of compensation	6	59	—

（Note） Amounts less than 1 million yen are rounded down.

(4) Opinions from External Directors and External Auditors

There were no opinions given from External Directors and External Auditors on the matters regarding (1) to (3) above.

4. Matters regarding Shares of SuMi TRUST Holdings (as of March 31, 2017)

(1) Number of Shares

Total number of shares authorized to be issued	890,000,000 shares
（Details）	
Common stock	850,000,000 shares
First Series Class VIII Preferred Stock	10,000,000 shares (note 1)
Second Series Class VIII Preferred Stock	10,000,000 shares (note 1)
Third Series Class VIII Preferred Stock	10,000,000 shares (note1)
Fourth Series Class VIII Preferred Stock	10,000,000 shares (note1)
First Series Class IX Preferred Stock	10,000,000 shares (note 2)
Second Series Class IX Preferred Stock	10,000,000 shares (note 2)
Third Series Class IX Preferred Stock	10,000,000 shares (note 2)
Fourth Series Class IX Preferred Stock	10,000,000 shares (note 2)
First Series Class X Preferred Stock	20,000,000 shares (note 3)
Second Series Class X Preferred Stock	20,000,000 shares (note 3)
Third Series Class X Preferred Stock	20,000,000 shares (note 3)
Fourth Series Class X Preferred Stock	20,000,000 shares (note 3)
First Series Class XI Preferred Stock	10,000,000 shares (note 1)
Second Series Class XI Preferred Stock	10,000,000 shares (note 1)
Third Series Class XI Preferred Stock	10,000,000 shares (note 1)
Fourth Series Class XI Preferred Stock	10,000,000 shares (note 1)
First Series Class XII Preferred Stock	10,000,000 shares (note 1)
Second Series Class XII Preferred Stock	10,000,000 shares (note 1)
Third Series Class XII Preferred Stock	10,000,000 shares (note 1)
Fourth Series Class XII Preferred Stock	10,000,000 shares (note 1)
First Series Class XIII Preferred Stock	10,000,000 shares (note 2)
Second Series Class XIII Preferred Stock	10,000,000 shares (note 2)
Third Series Class XIII Preferred Stock	10,000,000 shares (note 2)
Fourth Series Class XIII Preferred Stock	10,000,000 shares (note 2)
First Series Class XIV Preferred Stock	10,000,000 shares (note 2)
Second Series Class XIV Preferred Stock	10,000,000 shares (note 2)
Third Series Class XIV Preferred Stock	10,000,000 shares (note 2)
Fourth Series Class XIV Preferred Stock	10,000,000 shares (note 2)
First Series Class XV Preferred Stock	20,000,000 shares (note 3)
Second Series Class XV Preferred Stock	20,000,000 shares (note 3)
Third Series Class XV Preferred Stock	20,000,000 shares (note 3)

Fourth Series Class XV Preferred Stock	20,000,000 shares (note 3)
First Series Class XVI Preferred Stock	20,000,000 shares (note 3)
Second Series Class XVI Preferred Stock	20,000,000 shares (note 3)
Third Series Class XVI Preferred Stock	20,000,000 shares (note 3)
Fourth Series Class XVI Preferred Stock	20,000,000 shares (note 3)

(Notes) 1. Aggregated total number of authorized shares of the First through Fourth Series Class VIII Preferred stock, that of the First through Fourth Series Class XI Preferred stock, and that of the First through Fourth Series Class XII Preferred stock shall not exceed 10,000,000 shares.

2. Aggregated total number of authorized shares of the First through Fourth Series Class IX Preferred stock, that of the First through Fourth Series Class XIII Preferred stock, and that of the First through Fourth Series Class XIV Preferred stock shall not exceed 10,000,000 shares.

3. Aggregated total number of authorized shares of the First through Fourth Series Class X Preferred stock, that of the First through Fourth Series Class XV Preferred stock, and that of the First through Fourth Series Class XVI Preferred stock shall not exceed 20,000,000 shares.

Total number of shares issued		390,348,640 shares
(Details)	Common stock	390,348,640 shares

(2) Number of Shareholders as of March 31, 2017 70,827 persons

Common Stock 70,827 persons

(3) Major Shareholders

Common Stock

Name of shareholder	Investment in SuMi TRUST Holdings by the shareholder	
	Number of shares held	Percentage of total shares (%)
Japan Trustee Services Bank, Ltd. (Trust Account)	(Shares) 19,221,005	(%) 5.02
Japan Master Trust Bank of Japan, Ltd. (Trust Account)	17,289,200	4.51
Japan Trustee Services Bank, Ltd. (Trust Account 9)	8,772,000	2.29
Japan Trustee Services Bank, Ltd. (Trust Account 5)	7,569,500	1.97
The Bank of New York, Treaty Jasdec Account	5,852,577	1.52
Japan Trustee Services Bank, Ltd. (Trust Account 1)	5,582,500	1.45
Japan Trustee Services Bank, Ltd. (Trust Account 2)	5,555,400	1.45
Japan Trustee Services Bank, Ltd. (Trust Account 7)	5,196,100	1.35
The Bank of New York 133524	4,970,719	1.29
State Street Bank West Client-Treaty 505234	4,832,783	1.26

(Note) Percentage of shares held is calculated by deducting own shares (7,810,724 shares), rounded down to 2 decimal places.

5. Matters regarding Share Acquisition Rights, etc. of SuMi TRUST Holdings

The outline of the share acquisition rights issued to directors and executive officers of SuMi TRUST Holdings and its subsidiary SuMi TRUST Bank in compensation for the execution of their duties according to the provisions of Article 238 and Article 240 of the Companies Act is described as below.

	Date of allotment of share acquisition rights	Number of share acquisition rights	Number and type of shares to be issued for share acquisition rights	Issue price (per share acquisition right)	Exercise price (per share)	Exercise period
First Series Share Acquisition Rights	July 26, 2011	286	Common stock: 28,600 shares	62,000 yen	4,000 yen	From July 26, 2013 to July 25, 2021
Second Series Share Acquisition Rights	July 18, 2012	260	Common stock: 26,000 shares	34,000 yen	4,000 yen	From July 18, 2014 to July 17, 2022
Third Series Share Acquisition Rights	July 19, 2013	398	Common stock: 39,800 shares	146,000 yen	5,190 yen	From July 19, 2015 to July 18, 2023
Fourth Series Share Acquisition Rights	August 1, 2014	404	Common stock: 40,400 shares	424,000 yen	1 yen	From August 31, 2014 to July 31, 2044
Fifth Series Share Acquisition Rights	July 31, 2015	327	Common stock: 32,700 shares	544,700 yen	1 yen	From August 31, 2015 to July 30, 2045
Sixth Series Share Acquisition Rights	July 29, 2016	510	Common stock; 51,000 shares	324,600 yen	1 yen	From August 31, 2016 to July 28, 2046

(1) SuMi TRUST Holdings' Share Acquisition Rights held by SuMi TRUST Holdings' Officers as of March 31, 2017

	Number of share acquisition rights	Number and type of shares to be issued for share acquisition rights	Directors	
			Number of holders	Number of share acquisition rights
First Series Share Acquisition Rights	33	Common stock: 3,300 shares	6	33
Second Series Share Acquisition Rights	39	Common stock: 3,900 shares	6	39
Third Series Share Acquisition Rights	63	Common stock: 6,300 shares	6	63
Fourth Series Share Acquisition Rights	61	Common stock: 6,100 shares	6	61
Fifth Series Share Acquisition Rights	55	Common stock: 5,500 shares	6	55
Sixth Series Share Acquisition Rights	84	Common stock: 8,400 shares	6	84

(2) SuMi TRUST Holdings' Share Acquisitions Rights Granted to the Employees (Executive Officers), etc. during the Fiscal Year under review

	Number of share acquisition rights	Number and type of shares to be issued for share acquisition rights	Employees (executive officers)		Officers and employees (executive officers) of the subsidiaries	
			Number of eligible persons	Number of share acquisition rights granted	Number of eligible persons	Number of share acquisition rights granted
Sixth Series Share Acquisition Rights	426	Common stock: 42,600 shares	15	129	42	297

6. Matters regarding Accounting Auditor

(1) Accounting Auditor （Millions of Yen）

Name	Compensation, etc. for the fiscal year under review	Other
KPMG AZSA LLC Designated Unlimited Liability Partner CPA Toshiya Mori Designated Unlimited Liability Partner CPA Kanako Ogura Designated Unlimited Liability Partner CPA Takashi Fujisawa	66	1. The Board of Corporate Auditors verified the contents of audit plan, the status of execution of duties, and the basis of determining of estimate of compensation for the Accounting Auditor through obtaining necessary materials and conducting hearing from the Accounting Auditor and financial department of SuMi TRUST Holdings. As a result, the Board of Corporate Auditors determined that the compensation, etc. of the Accounting Auditor was appropriate and gave consent to it as stipulated in Article 399, Paragraph 1 of the Companies Act. 2. SuMi TRUST Holdings commissions and pays certified public accountants for non-audit services, other than those defined in Article 2, Paragraph 1 of the Certified Public Accountants Act. These services include issuing of a comfort letter (a letter from certified public accounts to underwriters) and others.

(Notes) 1. Amounts less than 1 million yen are rounded down.
2. The audit agreement between SuMi TRUST Holdings and accounting auditor does not distinguish between compensation for audits performed under the Companies Act and compensation for audits performed under the Financial Instruments and Exchange Act and such amounts cannot be separated practically. Accordingly, SuMi TRUST Holdings states the total amount of compensation. Also, the above amount includes compensation for non-audit services of 19 million yen.
3. Total sum of the monetary and other economic benefits (including the above) payable to KPMG AZSA LLC by SuMi TRUST Holdings and its subsidiaries is 758 million yen.

(2) Liability Limitation Agreement

Not Applicable.

(3) Other Matters regarding the Accounting Auditor

a. Policy for Decisions on Dismissal or Non Re-appointment of accounting auditor

If accounting auditor meets the items applicable to the provisions of items of Article 340, Paragraph 1 of the Companies Act, the Board of Corporate Auditors may dismiss the accounting auditor at its own discretion, and report such dismissal with the reasons thereof to the general meeting of shareholders, according to relevant laws and regulations. In addition, SuMi TRUST Holdings may submit a proposal for dismissal or non re-appointment of accounting auditor to the general meeting of shareholders, according to the procedure stipulated by the Companies Act and other laws and regulation, if SuMi TRUST Holdings determines it is necessary to do so.

b. Accounting auditor of SuMi TRUST Holdings' significant subsidiaries

Among SuMi TRUST Holdings' significant subsidiaries, Sumitomo Mitsui Trust (Hong Kong) Limited,

Sumitomo Mitsui Trust Bank (Luxembourg) S.A., Sumitomo Mitsui Trust (UK) Limited, Sumitomo Mitsui Trust International Limited, Sumitomo Mitsui Trust Bank (U.S.A.) Limited, Sumitomo Mitsui Trust (Ireland) Limited, Sumitomo Mitsui Trust Bank (Thai) Public Company Limited, are audited by audit corporations (including ones in foreign countries holding a qualification equivalent to the Japanese qualification) other than the accounting auditor of SuMi TRUST Holdings.

7. Basic Policy on the Individuals Who Control Decision Making of Financial and Business Policy of SuMi TRUST Holdings

Not Applicable.

8. System to Ensure Appropriate Conduct of Operations

The following is the description of the system to ensure appropriate conduct of operations of SuMi TRUST Holdings, as decided by the Board of Directors.

(1) Compliance Structure

・To ensure that officers and employees execute their business in compliance with laws and regulations as well as the Articles of Incorporation, the following measures are taken.

1) Basic compliance policies for the SuMi TRUST Group will be established.
2) With respect to important issues pertaining to compliance, resolutions and reports will be undertaken by the Board of Directors.
3) A supervisory unit for compliance will be set up at the head office. In addition, each division will assign a person of action and a person of authority.
4) A compliance program – a concrete action plan to ensure compliance – will be formulated each fiscal year, and instructions will be passed on to the companies whose shares are directly held by SuMi TRUST Holdings, etc. for preparing their own plans. The status of these plans – in terms of improvements made and goals achieved – will be monitored and evaluated.
5) A handbook (compliance manual) for officers and employees will be formulated. Opportunities for compliance-oriented education and training will be offered to them on an ongoing basis.
6) Officers and employees must report violations of laws pertaining to SuMi TRUST Holdings' business operation, and a compliance hotline system will be established to enable officers and employees, etc. to report directly to special contact points both in-house and outside SuMi TRUST Holdings.
7) SuMi TRUST Holdings and its subsidiaries will take a firm stand to prevent dealings with antisocial forces and will maintain no association whatsoever with such elements. A structure, underpinned by close ties with external professionals, particularly the police, will be put in place to promote communication and cooperation among relevant divisions and departments and thereby facilitate an organized response in the event an executive or an employee is approached with an inappropriate request. Under no circumstances will we engage in transactions to benefit persons or organizations that threaten the order and safety of civil society.

(2) Risk Management Structure

・The following measures are taken to develop a system including rules on the risk management of potential losses.

1) Basic risk management policies for the SuMi TRUST Group will be established.
2) With respect to important issues pertaining to risk management, resolution and reports will be undertaken by the Board of Directors.
3) A supervisory unit for risk management will be set up at the head office, and a risk management unit will be established for each risk category.
4) A plan pertaining to risk management for the SuMi TRUST Group will be formulated and instructions will be passed on to the companies whose shares are directly held by SuMi TRUST Holdings, etc. for preparation of their own plans. The status of these plans – in terms of improvements made and goals achieved – will be monitored and evaluated.
5) Opportunities for risk management-oriented education and training will be offered to officers and employees on an ongoing basis.

(3) Structure for Execution of Duties

・The following measures are taken to develop a system to ensure that officers and employees execute their business efficiently.

1) Key matters up for resolution or reporting by the Board of Directors will undergo preliminary discussion by the Executive Committee, at which the president chairs and relevant officers attend.
2) The Board of Directors will set out the basic items pertaining to SuMi TRUST Holdings' organizational structure and the division of duties, as well as the staff organization and authority granted to officers and employees, to ensure the smooth execution of duties and appropriate conduct.
3) In-house regulations will be prepared in accordance with relevant legislation, and in the event said legislation is revised or abrogated, required amendments to in-house regulations will be implemented forthwith.

(4) Ensuring Management Transparency

・The following measures are taken to develop a system to ensure management transparency.

1) Internal control systems pertaining to financial reporting will be developed to ensure the appropriateness of accounting treatment and reliability of financial reporting, and the effectiveness of the systems will be evaluated.
2) Management-related information will be managed appropriately and disclosed in a timely, accurate and fair manner.

(5) The SuMi TRUST Group Management Structure

・The following measures are taken to develop a system to ensure appropriate conduct of operations within the SuMi TRUST Group.

1) SuMi TRUST Holdings will develop compliance and risk management structures applicable to the entire Group.
2) SuMi TRUST Holdings will verify intra-Group transactions of particular significance to the SuMi TRUST Group from the perspectives of risk management, compliance, and consistency with the SuMi TRUST Group's strategic objectives.
3) Subsidiaries, etc. will report on the business execution status, the financial status, etc. to SuMi TRUST Holdings on a regular basis.
4) SuMi TRUST Holdings will manage appropriateness and efficiency of business operation of subsidiaries, etc. according to their size and characteristics.

(6) Information Storage and Management Structure

・The following measures are taken to develop an effective system for the storage and management of information associated with the execution of business by officers and employees.

1) Minutes, which record progress on agendas and specific points of discussion, will be prepared for the General Meeting of Shareholders, the Board of Directors and Executive Committee meetings and kept with related materials.
2) The Board of Directors will set out the basic items pertaining to information storage and management, such as the organizational structure for information management and the classification of management categories, according to importance.

(7) Internal Audit Structure

・The following measures are taken to develop a system to verify and evaluate the appropriateness and effectiveness of internal management structures of the SuMi TRUST Group in terms of compliance, risk management and other aspects.

1) An internal auditing division, which is independent from business execution divisions and sufficiently capable of fulfilling a restraining function, will be established.
2) Internal audit plans and policies for developing internal audit structures for the SuMi TRUST Group will be established, and the internal auditing division will conduct audits of each business execution division and, if necessary, of subsidiaries, etc. and point out matters to be improved and make recommendations thereof.
3) Results of internal audits and the status of internal audit plans–in terms of progress and goals achieved–will be reported to the Board of Directors in a timely and appropriate manner.

(8) Structure for Corporate Auditors' Audits

・The following measures are taken to develop a system to ensure effective execution of business by Corporate Auditors.

1) Employees assisting Corporate Auditors in their duties

(i) At the request of Corporate Auditors, the Corporate Auditors Office will be established to assist Corporate Auditors in their execution of duties and an appropriate number of employees, including one office manager, will be assigned therein.

(ii) Employees of the Corporate Auditors Office will assist in the duties of the Corporate Auditors under their orders and instructions. Personnel matters and handling of the employees of the Corporate Auditors Office will be subject to prior consultations with Corporate Auditors.

2) Reporting system to Corporate Auditors

(i) Directors, executive officers and employees will report the following matters (including those regarding subsidiaries, etc.) to Corporate Auditors.

a) Facts about possible significant damage to SuMi TRUST Holdings, or material facts about violations of laws, regulations or the Articles of Incorporation

b) Details of reports to the compliance hotline system

c) Status of internal audit processes and the results thereof

d) Status of business execution and any other matters to be reported to Corporate Auditors

(ii) Directors, executive officers and employees will not treat a person who reports matters in the preceding paragraph unfairly on the grounds of making the report.

3) Other systems to ensure the effectiveness of Corporate Auditors' audits

(i) Directors, executive officers and employees will cooperate with Corporate Auditors in good faith in the audit activities.

(ii) Corporate Auditors may attend the Meetings of the Board of Directors and the Executive Committee as well as any other meetings they deem necessary to the execution of their duties.

(iii) Representative Directors will exchange views with Corporate Auditors on a periodical basis and at the request of Corporate Auditors.

(iv) The internal auditing division will exchange views with Corporate Auditors on a periodical basis and at the request of Corporate Auditors.

(v) Corporate Auditors can request an additional audit by the internal auditing division and insist on other pertinent measures, when the situation calls for further action.

(vi) Directors will develop a system to ensure the effectiveness of audits performed by Corporate Auditors across the entire SuMi TRUST Group, for example, by assigning Corporate Auditors of subsidiaries, etc. who concurrently serve as SuMi TRUST Holdings' Corporate Auditors at the request of Corporate Auditors.

(vii) Directors will disburse expenses necessary for execution of duties of Corporate Auditors in order to ensure the effectiveness of audits.

(Outline of Operational Status of System to Ensure Appropriate Conduct of Operations)

Based on the basic policy above, SuMi TRUST Holdings implements the following specific actions:

(1) Compliance

SuMi TRUST Holdings has formulated a compliance program to serve as a concrete action plan and ensure compliance and realize the management system for the client protection, etc. The program has been resolved at the Board of Directors. SuMi TRUST Holdings monitors and evaluates the progress and achievement of the program and reports the results thereof to the Board of Directors on a regular basis. In addition, based on the compliance program, SuMi TRUST Holdings has provided instructions to its subsidiaries and affiliates for formulating their compliance programs and monitors and evaluates their progress and achievements, as well as working on the improvement of global compliance based on the global regulations and global strategies.

(2) Risk Management Structure

SuMi TRUST Holdings has formulated risk management plans based on the SuMi TRUST Group's basic risk management policies. The plans have been resolved at the Board of Directors. SuMi TRUST Holdings monitors and evaluates the progress and achievements and reports the results thereof to the Board of Directors on a regular basis. A risk management unit develops and operates risk management processes to identify, evaluate, monitor, control and reduce risks under its responsibility. The risk management unit also

monitors the status of risks and the risk management activities in order to exercise the check function to front units, etc. properly. In addition, SuMi TRUST Holdings has established risk appetite index and standard which constitute the risk appetite framework of the SuMi TRUST Group, as well as the related regulations and risk appetite statement.

(3) Structure for Execution of Duties

The president, other Directors, executive officers or others report the status of execution of duties to the Board of Directors on a regular basis and also report the development and the results of execution of matters resolved at the Board of Directors to the Board of Directors, when necessary. In addition, the Compliance Department provides information on legal amendments on a regular basis for revision and abolition of in-house regulations due to legal amendments. The in-house regulations are established, revised or abolished according to such amendments.

(4) Management Transparency

Evaluation results of internal control systems pertaining to financial reporting are reported to the Board of Directors on a regular basis. In addition, appropriate information disclosure is implemented in accordance with provisions of the Financial Instruments and Exchange Act, and the securities listing rules and regulations established by stock exchanges and in-house regulations.

(5) The SuMi TRUST Group Management Structure

For compliance and risk management matters structures applicable to the entire SuMi TRUST Group, the Compliance Department and Risk Management Department, respectively, provide instructions for developing plans of subsidiaries, etc. in order for them to be in line with policies of the entire Group. They also monitor the status of management and operation of the entire Group and provide appropriate supervision and instructions, as necessary. In addition, the Corporate Planning Department receives minutes of the monthly Board of Directors meetings and reports on the status of business execution on a regular basis from subsidiaries, etc. and provides instructions, management and supervision appropriately.

(6) Information Storage and Management Structure

Minutes that record progress on agendas and specific points of discussion at General Meetings of Shareholders and Board of Directors and Executive Committee meetings are prepared and kept with related materials. In addition, a specific implementation plan regarding information security risk management has been resolved at the Board of Directors, and the status of occurrences of information-related incidents as well as issues, countermeasures, etc. of information security risk management are reported to the Board of Directors on a regular basis.

(7) Internal Audit Structure

Internal audit plans have been developed based on the policies for developing internal audit structures for the SuMi TRUST Group established by SuMi TRUST Holdings. The plans are resolved by the Board of Directors after consulting with the Audit Committee made up of a majority of external directors. Results of internal audits, the status of progress and achievement of internal audit plans are reported to the Board of Directors on a regular basis. In addition “Theme Audit” in which several divisions and departments are audited in parallel on major subject or theme of the SuMi TRUST Group is implemented.

(8) Structure for Corporate Auditors’ Audits

Corporate Auditors attend not only the Board of Directors meetings but other important meetings including the Executive Committee meeting as they deem necessary. In addition, Corporate Auditors conduct interviews and opinion exchange with the president and other Directors and Corporate Auditors, receive results of internal audits and reports regarding information reported through a compliance hotline on a regular basis, and properly obtain information necessary to perform audits effectively.

9. Matters regarding Specified Wholly Owned Subsidiary

(1) Name and address of specified wholly owned subsidiary

SuMi TRUST Bank 4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(2) Total book value of shares of the specified wholly owned subsidiary at the end of the fiscal year under review at SuMi TRUST Holdings, its wholly owned subsidiaries, etc.

1,488,026 million yen

(3) Total amount recorded under assets on the non-consolidated balance sheet of SuMi TRUST Holdings for the fiscal year under review
1,968,108 million yen

10. Matters regarding Transactions with the Parent Company
Not Applicable.

11. Matters regarding Accounting Advisers
Not Applicable.

12. Others
Policy in the exercise of the authority delegated to the Board of Directors under the provision of the Articles of Incorporation, according to the provisions of Article 459, Paragraph 1 of the Companies Act.
With the purpose to ensure flexible capital policy, SuMi TRUST Holdings is allowed under its Articles of Incorporation to carry out treasury stock acquisition prescribed by Article 459, Paragraph 1, Item 1, of the Companies Act, based on a resolution of the Board of Directors.
Such treasury stock acquisition, however, shall be appropriately decided based on the overall judgment in consideration of the factors including SuMi TRUST Holdings' policy on shareholder return and capital adequacy.