

SUMITOMO MITSUI BANKING CORPORATION

1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-0005, JAPAN



SMBC

Affidavit

I, Masahiko Oshima, of 1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan hereby state as follows:

1. I am a director of Sumitomo Mitsui Banking Corporation ("SMBC"), a company incorporated in Japan.
2. I certify that the attached document is a true copy of the English translation of the original and current Japanese language version of the Articles of Incorporation of SMBC (amended in June 2019) as at the date of this document.

Dated: July 19, 2019

A handwritten signature in black ink, consisting of a series of loops and strokes, positioned above a horizontal line.

Masahiko Oshima

Director and Deputy President

Sumitomo Mitsui Banking Corporation

定 款

(2019年6月改正)

株式会社 三井住友銀行



株式会社三井住友銀行定款

(2019年6月27日改正)

第1章 総 則

(商号)

第1条 当銀行は、株式会社三井住友銀行と称し、英文ではSumitomo Mitsui Banking Corporationと表示する。

(目的)

第2条 当銀行は、次の業務を営むことを目的とする。

- 1 銀行法その他の法律により銀行が営むことのできる業務
- 2 その他前号の業務に付帯または関連する事項

(本店の所在地)

第3条 当銀行は、本店を東京都千代田区に置く。

(機関)

第4条 当銀行は、株主総会及び取締役のほか、次の機関を置く。

- 1 取締役会
- 2 監査等委員会
- 3 会計監査人

(公告方法)

第5条 当銀行の公告方法は、電子公告とする。ただし、事故その他やむを得ない事由によって電子公告による公告をすることができない場合は、日本経済新聞に掲載して行う。

第2章 株 式

(発行可能株式総数等)

第6条 当銀行の発行可能株式総数は、240,634,001株とする。

- ② 当銀行の発行可能種類株式総数は、普通株式が240,000,000株、第五種優先株式が167,000株、第六種優先株式が70,001株、第七種優先株式が167,000株、第八種優先株式が115,000株、第九種優先株式が115,000株とする。

(株券の発行)

第7条 当銀行は、株式に係る株券を発行する。

(基準日)

第8条 当銀行は、毎年3月31日における最終の株主名簿に記載または記録された議決権を行使することができる株主を、その事業年度に関する定時株主総会において権利を行使することができる者と定める。

- ② 前項のほか、必要があるときは、あらかじめ公告して、基準日を定めることができる。

(株主名簿管理人)

第9条 当銀行は、株主名簿管理人を置く。

- ② 株主名簿管理人及びその事務取扱場所は、取締役会による委任を受けた取締役の決定によって定め、これを公告する。
- ③ 当銀行の株主名簿及び株券喪失登録簿の作成及び備置きその他株主名簿及び株券喪失登録簿に関する事務は、株主名簿管理人に委託し、当銀行においてはこれを取り扱わない。

(株式取扱規程)

第10条 当銀行の発行する株券の種類並びに株主名簿の記載または記録その他株式に関する取扱い及びその手数料については、取締役会による委任を受けた取締役が定める株式取扱規程による。

第3章 優先株式

(優先配当金)

第11条 当銀行は、第39条に定める剰余金の配当を行うときは、優先株式を有する株主（以下優先株主という）または優先株式の登録株式質権者（以下優先登録株式質権者という）に対し、普通株式を有する株主（以下普通株主という）または普通株式の登録株式質権者（以下普通登録株式質権者という）に先立ち、第五種優先株式及び第七種優先株式については1株につき年200,000円、第六種優先株式、第八種優先株式及び第九種優先株式については1株につき年300,000円をそれぞれ上限として発行に際して取締役会の決議または取締役会による委任を受けた取締役の決定によって定める額の金銭による剰余金の配当（かかる配当により支払われる金銭を、以下優先配当金という）を行う。ただし、当該事業年度において第12条に定める優先中間配当金を支払ったときは、当該優先中間配当金の額を控除した額を支払うものとする。

- ② ある事業年度において、優先株主または優先登録株式質権者に対して行う金銭による剰余金の配当の額が優先配当金の額に満たないときは、その不足額は、翌事業年度以降に累積しない。
- ③ 優先株主または優先登録株式質権者に対しては、優先配当金の額を超えて配当は行わない。

(優先中間配当金)

第12条 当銀行は、第40条に定める中間配当を行うときは、優先株主または優先登録株式質権者に対し、普通株主または普通登録株式質権者に先立ち、優先株式1株につき優先配当金の額を上限として発行に際して取締役会の決議または取締役会による委任を受けた取締役の決定によって定める額の中間配当金（本定款において優先中間配当金という）を支払う。

(残余財産の分配)

第13条 当銀行は、残余財産を分配するときは、優先株主または優先登録株式質権者に対し、普通株主または普通登録株式質権者に先立ち、優先株式1株につき3,000,000円を支払う。

- ② 優先株主または優先登録株式質権者に対しては、前項のほか、残余財産の分配は行わない。

(取得条項)

第14条 当銀行は、第五種優先株式、第六種優先株式、第八種優先株式及び第九種優先株式について、取締役会または取締役会による委任を受けた取締役が別に定める日が到来したときは、当該優先株式を初めて発行するときまでに取締役会の決議または取締役会による委任を受けた取締役の決定によって定める市場実勢や当該優先株式に係る残余財産の分配額等を勘案して妥当と認められる価額に相当する金銭の交付と引換えに、その一部または全部を取得することができる。一部を取得するときは、抽選または按分比例の方法によりこれを行う。

- ② 当銀行は、第五種優先株式、第七種優先株式、第八種優先株式及び第九種優先株式について、当該優先株式を初めて発行するときまでに取締役会の決議または取締役会による委任を受けた取締役の決定によって定める当銀行に適用のある自己資本比率規制に基づく実質的な破綻状態（以下実質破綻状態という）に関する事由が生じた日（以下取得事由発生日という）、または実質破綻状態になった場合において取得事由発生日に先立ち取締役会または取締役会による委任を受けた取締役が別に定める日に、無償または普通株式の交付と引換えに、その全部を取得する。当該優先株式の取得と引換えに普通株式を交付する場合のその数の算定方法等、その他の取得の条件は、当銀行に適用のある自己資本比率規制、市場実勢、当該優先株式に係る残余財産の分配額等を勘案して、当該優先株式を初めて発行するときまでに相当な範囲内において取締役会の決議または取締役会による委任を受けた取締役の決定によって定める。

(議決権)

第15条 優先株主は、株主総会において議決権を有しない。ただし、優先配当金を受ける旨の議案が定時株主総会に提出されなかったとき（当該事業年度終了後、当該定時株主総会の開始の時までに優先配当金を受ける旨の第38条の規定に基づく取締役会の決議がなされた場合を除く）は当該定時株主総会より、優先配当金を受ける旨の議案が定時株主総会において否決されたときは当該定時株主総会終結の時より、優先配当金を受ける旨の決議がある時までは議決権を有するものとする。

(株式の併合または分割、募集株式の割当てを受ける権利等)

第16条 当銀行は、法令に定める場合を除き、優先株式について株式の併合または分割は行わない。

② 当銀行は、優先株主に対し、募集株式または募集新株予約権の割当てを受ける権利を与えない。

③ 当銀行は、優先株主に対し、株式または新株予約権の無償割当ては行わない。

(取得請求)

第17条 第五種優先株主及び第七種優先株主は、普通株式の交付と引換えに当該優先株式の取得を請求することができる。取得を請求することができる期間（以下取得請求期間という）は、その末日が当該優先株式発行の日から25年を超えない相当な範囲内において、当該優先株式を初めて発行するときまでに取締役会の決議または取締役会による委任を受けた取締役の決定によって定める。当該優先株式の取得と引換えに交付する普通株式の数は、取得する優先株式の払込金相当額を、当該優先株式を初めて発行するときまでに相当な範囲内において取締役会の決議または取締役会による委任を受けた取締役の決定によって定める方法により決定される価額（以下取得請求権行使価額という）で除して得られる数とする。ただし、当初の取得請求権行使価額は、市場実勢等を勘案して妥当と認められる価額を基準として決定されるものとし、交付する普通株式の数の算出に当たって1株に満たない端数が生じたときは、会社法第167条の規定によりこれを取り扱う。その他の取得の条件は、当該優先株式を初めて発行するときまでに相当な範囲内において取締役会の決議または取締役会による委任を受けた取締役の決定によって定める。

(一斉取得)

第18条 当銀行は、取得請求期間中に取得の請求がなされなかった第五種優先株式及び第七種優先株式については、同期間の末日の翌日（以下一斉取得日という）をもって、当該優先株式1株の払込金相当額を一斉取得日に先立つ45取引日目に始まる30取引日の東京証券取引所における完全親会社である株式会社三井住友フィナンシャルグループの普通株式の普通取引の毎日の終値（気配表示を含む）の平均値（終値のない日数を除く）で除して得られる数の普通株式の交付と引換えに取得する。平均値の計算は円位未満小数第1位まで算出し、その小数第1位を四捨五入する。ただし、当該平均値が5,000円以上で発行に際して取締役会の決議または取締役会による委任を受けた取締役の決定によって定める額を下回るときは、優先株式1株の払込金相当額をその金額で除して得られる数の普通株式の交付と引換えに取得する。

② 前項の普通株式の数の算出に当たって1株に満たない端数が生じたときは、会社法第234条の規定によりこれを取り扱う。

(優先順位)

第19条 当銀行の発行する優先株式の優先配当金、優先中間配当金及び残余財産の支払順位は、同順位とする。

第4章 株主総会

(招集)

第20条 定時株主総会は、毎事業年度終了後3ヶ月以内に招集し、臨時株主総会は、必要があるごとに随時招集する。

- ② 株主総会は、法令に別段の定めがある場合を除き、取締役会の決議に基づき頭取がこれを招集する。頭取を置かないときまたは頭取に事故があるときは、あらかじめ取締役会が定めた順序により他の取締役がこれに当る。

(議長)

第21条 株主総会の議長は、取締役会長または頭取がこれに当る。取締役会長及び頭取に事故があるときは、あらかじめ取締役会が定めた順序により他の取締役がこれに当る。

(決議の要件)

第22条 株主総会の決議は、法令または本定款に別段の定めがある場合を除き、出席した議決権を行使することができる株主の議決権の過半数をもって行う。

- ② 会社法第309条第2項の規定による決議は、議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の3分の2以上に当る多数をもって行う。

(議決権の代理行使)

第23条 株主は、代理人1名をもってその議決権を行使することができる。ただし、代理人は当銀行の当該株主総会において議決権を行使することができる株主に限る。

- ② 株主または代理人は、当銀行に委任状を提出しなければならない。

(種類株主総会)

第24条 第20条第2項、第21条及び第23条の規定は、種類株主総会にこれを準用する。

第5章 取締役及び取締役会

(員数)

第25条 当銀行に、監査等委員でない取締役1名以上を置く。

- ② 当銀行に、監査等委員である取締役3名以上を置く。

(選任方法)

第26条 取締役の選任決議は、株主総会において議決権を行使することができる株主の議決権の3分の1以上を有する株主が出席し、その議決権の過半数をもって行う。

- ② 前項の選任決議は、累積投票によらない。
③ 取締役の選任は、監査等委員である取締役と監査等委員でない取締役とを区別して行う。

(補欠の監査等委員である取締役の選任決議の効力)

第27条 補欠の監査等委員である取締役の選任決議が効力を有する期間は、当該決議において別段の定めがなされる場合を除き、選任後2年以内に終了する事業年度のうち最終のものに関する定時株主総会の開始の時までとする。

(任期)

第28条 監査等委員でない取締役の任期は、選任後1年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。

- ② 監査等委員である取締役の任期は、選任後2年以内に終了する事業年度のうち最終のものに関する定時株主総会の終結の時までとする。
- ③ 任期の満了前に退任した監査等委員である取締役の補欠として選任された監査等委員である取締役の任期は、退任した監査等委員である取締役の任期の満了する時までとする。

(取締役会)

第29条 取締役会は、すべての取締役で組織する。

- ② 取締役会は、当銀行の業務執行を決定し、取締役の職務の執行を監督する。
- ③ 取締役会は、法令に別段の定めがある場合を除き、取締役会長がこれを招集し、その議長となる。取締役会長を置かないときまたは取締役会長に事故があるときは、頭取がこれに当り、頭取を置かないときまたは頭取に事故があるときは、あらかじめ取締役会が定めた順序により他の取締役がこれに当る。
- ④ 取締役会の招集通知は、各取締役に対して、会日の3日前までに発するものとする。ただし、緊急の必要があるときは、これを短縮することができる。
- ⑤ 取締役会の決議は、法令に別段の定めがある場合を除き、議決に加わることができる取締役の過半数が出席し、その過半数をもって行う。
- ⑥ 取締役が取締役会の決議の目的事項について提案をした場合において、当該事項について議決に加わることができる取締役の全員が書面または電磁的記録により同意の意思表示をしたときは、当該提案を可決する旨の取締役会の決議があったものとみなす。

(代表取締役、役付取締役)

第30条 取締役会は、その決議によって、監査等委員でない取締役の中から代表取締役若干名を選定する。

- ② 取締役会は、その決議によって、監査等委員でない取締役の中から取締役会長、頭取各1名、取締役副会長若干名を定めることができる。

(取締役の職掌)

第31条 取締役会長は、取締役会を統理する。

- ② 取締役副会長は、取締役会長を補佐する。
- ③ 頭取は、取締役会の決議を執行し、当銀行全般の業務を統轄する。

(重要な業務執行の決定の委任)

第32条 当銀行は、会社法第399条の13第6項の規定により、取締役会の決議によって重要な業務執行（同条第5項各号に掲げる事項を除く）の決定の全部または一部を取締役に委任することができる。

(業務執行取締役等でない取締役との責任限定契約)

第33条 当銀行は、会社法第427条第1項の規定により、業務執行取締役等でない取締役との間に、同法第423条第1項の賠償責任を限定する契約を締結することができる。ただし、当該契約に基づく賠償責任の限度額は、1,000万円以上であらかじめ定めた金額または法令に定める額のいずれか高い額とする。

第6章 監査等委員会

(監査等委員会)

第34条 監査等委員会は、すべての監査等委員で組織する。

② 監査等委員会の招集通知は、各監査等委員に対して、会日の3日前までに発するものとする。ただし、緊急の必要があるときは、これを短縮することができる。

③ 監査等委員会の決議は、法令に別段の定めがある場合を除き、議決に加わることができる監査等委員の過半数が出席し、その過半数をもって行う。

(常勤監査等委員)

第35条 監査等委員会は、その決議によって、常勤監査等委員を選定する。

(監査等委員会の権限等)

第36条 監査等委員会の権限その他の事項については、法令または本定款のほか、監査等委員会において定める監査等委員会規程による。

第7章 計 算

(事業年度)

第37条 当銀行の事業年度は、毎年4月1日から翌年3月31日までとする。

(剰余金の配当等の決定機関)

第38条 当銀行は、法令に別段の定めがある場合を除き、剰余金の配当その他会社法第459条第1項各号に規定される事項については、取締役会の決議により定めることができる。

(剰余金の配当)

第39条 当銀行は、事業年度末日における最終の株主名簿に記載または記録された株主または登録株式質権者に対し、金銭による剰余金の配当を行うものとする。

(中間配当)

第40条 当銀行は、取締役会の決議により毎年9月30日における最終の株主名簿に記載または記録された株主または登録株式質権者に対し、中間配当を行うことができる。

(配当金の除斥期間)

第41条 配当財産が金銭である場合にその支払開始の日から5年を経過してもなお受領されないときは、当銀行はその支払義務を免れる。

附 則

(監査役との責任限定契約に関する経過措置)

第1条 第16期定時株主総会における監査等委員会を置く旨の定款の変更の効力が生じる前に監査役と締結済の会社法第423条第1項の賠償責任を限定する契約については、なお同定時株主総会における変更前の定款第37条の定めるところによる。



(Translation)

ARTICLES OF INCORPORATION

(Amended June 2019)

KABUSHIKI KAISHA MITSUI SUMITOMO GINKO

(SUMITOMO MITSUI BANKING CORPORATION)

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ARTICLES OF INCORPORATION
OF
KABUSHIKI KAISHA MITSUI SUMITOMO GINKO

(SUMITOMO MITSUI BANKING CORPORATION)

Chapter I. General Provisions

(Corporate Name)

Article 1.

The name of the Bank shall be Kabushiki Kaisha Mitsui Sumitomo Ginko, which, in English, shall be “Sumitomo Mitsui Banking Corporation”.

(Purposes)

Article 2.

The purposes of the Bank shall be to engage in the following businesses:

- (1) Business which a bank is permitted to conduct under the Banking Act and other laws.
- (2) Any business incidental to the business mentioned in the foregoing Item.

(Location of Head Office)

Article 3.

The head office of the Bank shall be located in Chiyoda-ku, Tokyo.



(Governing Bodies)

Article 4.

The Bank shall have the following governing bodies in addition to meetings of shareholders and directors:

- (1) board of directors;
- (2) audit and supervisory committee; and
- (3) accounting auditor

(Method of Public Notice)

Article 5.

Public notices given by the Bank shall be electronic public notices; provided, however, that if the Bank is unable to issue an electronic public notice due to an accident or any other unavoidable reason, public notices of the Bank shall be made by placing them in the Nihon Keizai Shimbun.

Chapter II. Shares

(Total Number of Authorized Shares, etc.)

Article 6.

1. The total number of shares the Bank is authorized to issue shall be two hundred and forty million six hundred thirty four thousand one (240,634,001) shares.
2. The total number of shares the Bank is authorized to issue (in a class) shall consist of two hundred and forty million (240,000,000) common stocks, one hundred sixty seven thousand (167,000) type 5 preferred stocks, seventy thousand one (70,001) type 6 preferred stocks, one hundred sixty seven thousand (167,000) type 7 preferred stocks, one hundred fifteen thousand (115,000) type 8 preferred stocks and one hundred fifteen thousand (115,000) type 9 preferred stocks.

(Issuance of Share Certificates)

Article 7.

The Bank shall issue share certificates that represent its issued shares.

(Record Date)

Article 8.

1. The Bank shall treat the shareholders entitled to vote and appearing or recorded on the register of shareholders at the close of March 31 of each year as the shareholders entitled to exercise their rights at the ordinary general meeting of shareholders to be held for the fiscal year ending on that date.
2. In addition to the foregoing Paragraph, the Bank may, upon giving prior public notice, fix a record date whenever necessary.

(Share Register Agent)

Article 9.

1. The Bank shall have a share register agent.
2. The share register agent and its place of business shall be decided by determination by director(s) under the authority delegated by the board of directors and a public notice thereof shall be given.
3. Preparation, keeping and other administrative matters of, or relating to, the register of shareholders and the register of lost share certificates of the Bank shall be entrusted to the share register agent, and the Bank shall not handle any such matters.

(Share-Handling Rules)

Article 10.

The kinds of share certificates the Bank issues, entry and recording on the register of shareholders and all other matters pertaining to the handling of shares of the Bank and the fees therefor shall be governed by the Share-Handling Rules to be enacted by director(s) under the authority delegated by the board of directors.



CHAPTER III. Preferred Stocks

(Preferred Dividends)

Article 11.

1. In the event that the Bank distributes dividends of surplus pursuant to Article 39 hereof, the Bank shall distribute to the holders of preferred stocks (hereinafter referred to as the “Preferred Shareholders”) or the registered pledgees of preferred stocks (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in preference to the holders of common stocks (hereinafter referred to as the “Common Shareholders”) or the registered pledgees of common stocks (hereinafter referred to as the “Registered Common Stock Pledgees”), cash dividends of surplus in the amounts determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors at the time of issuance of such shares, with the upper limit of, 200,000 yen per year in case of type 5 preferred stocks and type 7 preferred stocks, and 300,000 yen per year in case of type 6 preferred stocks, type 8 preferred stocks and type 9 preferred stocks (such cash dividends being hereinafter referred to as the “Preferred Dividends”), respectively; provided, however, that if Preferred Interim Dividends stipulated in Article 16 hereof were paid during the relevant fiscal year, the amount of such Preferred Interim Dividends shall be subtracted from the amount of Preferred Dividends.
2. If the amount of cash dividends of surplus paid to the Preferred Shareholders or the Registered Preferred Stock Pledgees is less than the amount of the Preferred Dividends in any fiscal year, such deficiency shall not be carried over for accumulation to the subsequent fiscal years.
3. The Bank shall not pay dividends in excess of the amount of the Preferred Dividends to the Preferred Shareholders or the Registered Preferred Stock Pledgees.

(Preferred Interim Dividends)

Article 12.

In the event that the Bank pays Interim Dividends pursuant to Article 40 hereof, the Bank shall pay to the Preferred Shareholders or the Registered Preferred Stock Pledgees, in preference to the Common Shareholders or the Registered Common Stock Pledgees, Interim Dividends (hereinafter referred to as the “Preferred Interim Dividends”) in the amount not exceeding the amount of the Preferred Dividends per preferred stock and determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors relating to the issuance of the shares.

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1. In the event that the Bank makes a liquidation distribution of residual assets, the Bank shall make to the Preferred Shareholders or the Registered Preferred Stock Pledges, in preference to the Common Shareholders or the Registered Common Stock Pledges, a distribution of 3,000,000 yen per preferred stock.
2. Other than a distribution mentioned in the foregoing Paragraph, no liquidation distribution shall be made to the Preferred Shareholders or the Registered Preferred Stock Pledges.

Article 14.

1. The Bank may acquire a part or the whole of the type 5 preferred stocks, the type 6 preferred stocks, the type 8 preferred stocks or the type 9 preferred stocks (i) on a day as shall be determined by resolution of the board of directors or by director(s) under the authority delegated by the board of directors, (ii) in exchange for cash payment in the amount regarded to be appropriate in light of market price, the amount of liquidation distributions of residual assets relating to such preferred stocks, etc. as shall be determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time such preferred stocks are first issued. In the event that a part of such preferred stocks are acquired, the preferred stocks to be acquired shall be decided by lottery or by proportional allotment.
2. The Bank shall acquire the whole of the type 5 preferred stocks, the type 7 preferred stocks, the type 8 preferred stocks and the type 9 preferred stocks without consideration or in exchange for common stocks (i) on the day (hereinafter referred to as the “Acquisition Event Occurrence Date”) on which the events relating to a state of non-viability under the capital adequacy requirements applicable to the Bank (hereinafter referred to as the “State of Non-Viability”), as shall be determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time such preferred stocks are first issued, have occurred or (ii) on a day prior to the Acquisition Event Occurrence Date, as shall be determined by resolution of the board of directors or by director(s) under the authority delegated by the board of directors after the occurrence of the State of Non-Viability. The calculation method for the number of common stocks in cases where common stocks are to be delivered in exchange for acquisition of the relevant preferred stocks and other terms of acquisition shall be reasonably determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time such preferred stocks are first issued, in light of the capital adequacy

requirements applicable to the Bank, market price, the amount of liquidation distributions of residual assets relating to such preferred stocks, etc..

(Voting Rights)

Article 15.

No Preferred Shareholder shall have any voting rights at a general meeting of shareholders; provided that if a proposal to pay the Preferred Dividends is not submitted to an ordinary general meeting of shareholders (save for the cases where a resolution to pay the Preferred Dividends is adopted by the board of directors pursuant to the provisions of Article 38 hereof, after the close of the fiscal year but prior to the beginning of such ordinary general meeting of shareholders), or if such a proposal is submitted but rejected at an ordinary general meeting of shareholders, the Preferred Shareholders shall have voting rights from the time of the ordinary general meeting of shareholders to which such proposal is not submitted, or from the time of conclusion of the ordinary general meeting of shareholders at which such proposal is rejected, as the case may be, until a resolution to pay the Preferred Dividends is made by an ordinary general meeting of shareholders.

(Consolidation or Splits of Shares; Rights to Receive Allotment of Offered Shares, etc.)

Article 16.

1. Except as otherwise provided by applicable law, no consolidation or splits of shares shall be made with respect to preferred stocks.
2. The Bank shall not give the Preferred Shareholders any rights to receive allotment of offered shares or share purchase warrants with respect to offered shares.
3. The Bank shall not allot free of charge any shares of stock or share purchase warrants to the Preferred Shareholders.

(Request for Acquisition of Shares)

Article 17.

A Preferred Shareholder of the type 5 preferred stocks or the type 7 preferred stocks may request the Bank to acquire his or her preferred stocks in exchange for common stocks. The period during which the acquisition may be requested (hereinafter referred to as the "Acquisition Request Period") in such case shall be reasonably determined by a resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time of the first issuance of the relevant preferred stocks,

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provided that the last day of such Acquisition Request Period shall fall within twenty five (25) years after the date of issuance of the relevant preferred stocks. The number of common stocks to be delivered in exchange for acquisition of the relevant preferred stocks shall be obtained by dividing the amount of the subscription price of the relevant preferred stocks by the amount fixed in a manner as reasonably determined by a resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time of the first issuance of the relevant preferred stocks (hereinafter referred to as the "Acquisition Rights Exercise Price"). Provided, however, that the initial Acquisition Rights Exercise Price shall be determined by reference to the amount regarded to be appropriate in light of market price, etc., and provided further that any fraction of less than one share arising as a result of calculation of the number of common stocks to be delivered pursuant to the foregoing shall be treated in accordance with the provisions of Article 167 of the Companies Act. Other terms and conditions of acquisition shall be reasonably determined by a resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors by the time of the first issuance of the relevant preferred stocks.

(Mandatory Acquisition)

Article 18.

1. Any type 5 preferred stock or type 7 preferred stock with respect to which acquisition has not been requested during the Acquisition Request Period shall be mandatorily acquired by the Bank, as of the date immediately following the last day of the Acquisition Request Period (hereinafter referred to as the "Mandatory Acquisition Date"), in exchange for such number of common stocks as is obtained by dividing the amount of subscription price per share paid for the preferred stock by the average of the daily closing prices (including quoted prices (kehai hyoji) if no closing prices are reported) per share of the common stocks of Sumitomo Mitsui Financial Group, Inc, a company which the Bank is wholly owned by, by regular transactions at the Tokyo Stock Exchange for the thirty (30) trading days (disregarding trading days on which no such closing prices are available) commencing on the day forty-five (45) trading days prior to the Mandatory Acquisition Date. The average price shall be calculated in yen and rounded down to one decimal place and thereafter rounded to the nearest yen (0.5 being rounded upwards). Provided, however, that if such average price is less than the amount not less than five thousand yen (¥5,000) determined by resolution of the board of directors or determination by director(s) under the authority delegated by the board of directors relating to the issuance of the relevant preferred stocks, then a preferred stock shall be acquired by the Bank in exchange for such number of common stocks as is obtained by dividing the amount of subscription price per share paid for the preferred stock by such amount determined by such resolution.

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2. Any fraction of less than one share arising as a result of calculation of the number of common stocks pursuant to the foregoing Paragraph shall be treated in accordance with the provisions of Article 234 of the Companies Act.

(Preference Order)

Article 19.

The preference order of payment of Preferred Dividends, Preferred Interim Dividends and liquidation distributions of residual assets for preferred stocks issued by the Bank shall be the same among the various types of preferred stocks.

Chapter IV. General Meetings of Shareholders

(Convocation)

Article 20.

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.
2. Except as otherwise provided by applicable law, a general meeting of shareholders shall be convened by the president pursuant to a resolution of the board of directors. Should the office of the president be vacant, or should the 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.

(Chairman)

Article 21.

The chairman of the board or the president shall act as chairman of the board at all general meetings of shareholders. Should both the chairman of the board and the president fail or be unable to act, another of the directors shall act in their place in accordance with the seniority established in advance by the board of directors.

10/10/2019

(Requirement for Resolutions)

Article 22.

1. Except as otherwise provided by applicable law or by these Articles of Incorporation, all resolutions at a general meeting of shareholders shall be adopted by a majority of all the voting rights held by the shareholders present thereat who are entitled to exercise the voting rights.
2. A resolution under Paragraph 2 of Article 309, of the Companies Act shall be adopted by two thirds or more of the voting rights held by the shareholders present at a general meeting of shareholders, who hold at least one third of the voting rights held by all the shareholders of the Bank who are entitled to exercise the voting rights.

(Exercise of Voting Rights by Proxy)

Article 23.

1. A shareholder may exercise his or her voting rights by one proxy; provided, however, that the proxy must be a shareholder entitled to vote at the relevant general meeting of shareholders of the Bank.
2. Either a shareholder or his or her proxy shall submit power of attorney to the Bank.

(Class Shareholders Meeting)

Article 24.

The provisions of Paragraph 2 of Article 20, Article 21 and Article 23 hereof shall be applied *mutatis mutandis* to a class shareholders meeting.

Chapter V. Directors and Board of Directors

(Number of Directors)

Article 25.

1. The Bank shall have one or more directors who are not members of the audit and supervisory committee.
2. The Bank shall have three or more directors who are members of the audit and supervisory committee.



(Method of Election)

Article 26.

1. A resolution for the election of directors shall be adopted at a general meeting of shareholders by a majority of the voting rights held by the shareholders present at the general meeting of shareholders and who hold not less than one third of voting rights of all the shareholders who are entitled to exercise the voting rights.
2. Such resolution may not be adopted by cumulative voting.
3. Directors who are members of the audit and supervisory committee and those who are not shall be elected separately.

(Effectiveness of Resolution on Election of Substitute Directors Who Are Members of Audit and Supervisory Committee)

Article 27.

A resolution for the election of a substitute directors who are members of the audit and supervisory committee shall be effective until the commencement of the ordinary general meeting of shareholders to be held for the last fiscal year ending within two years after the election of the substitute director, except as otherwise provided by the relevant resolution.

(Term of Office)

Article 28.

1. The term of office of a director who is not a member of the audit and supervisory committee shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within one year after the election of the director.
2. The term of office of a director who is a member of the audit and supervisory committee shall expire upon conclusion of the ordinary general meeting of shareholders to be held for the last fiscal year ending within two years after the election of the director.
3. The term of office of a director who is a member of the audit and supervisory committee elected as substitute for a director who was a member of the audit and supervisory committee and retired prior to the expiry of his/her term of office, shall expire upon the expiry of the term of office of the retiree.

2018
10月
10日

(Board of Directors)

Article 29.

1. The board of directors shall consist of all the directors of the Bank currently in office.
2. The board of directors shall decide the business execution of the Bank and supervise the execution of duties by directors.
3. Except as otherwise provided by applicable law, the chairman of the board shall convene, and act as chairman of the board at, all meetings of the board of directors. Should the office of the chairman of the board be vacant or should the chairman of the board fail or be unable to act, the president shall act in his or her place. Should the office of the president be vacant, or should the president also fail or be unable to act, another of the directors shall act as chairman of the board in accordance with the seniority established in advance by the board of directors.
4. Notice of a meeting of the board of directors shall be given to each director 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.
5. 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.
6. 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.

(Representative Directors and Titled Directors)

Article 30.

1. The board of directors shall by its resolution elect one or more representative directors from among the directors who are not members of the audit and supervisory committee.
2. The board of directors may by its resolution appoint from among the directors who are not members of the audit and supervisory committee, one chairman of the board, one president and one or more deputy chairmen of the board.

2018年11月15日
11月15日

(Powers and Duties of Directors)

Article 31.

1. The chairman of the board shall preside over the board of directors.
2. The deputy chairmen of the board shall assist the chairman of the board.
3. The president shall carry out and implement resolutions of the board of directors and shall generally supervise the entire operation of the Bank.

(Delegation of Decisions on Important Business Execution)

Article 32.

The Bank may delegate decisions on important business execution in whole or in part to directors by resolution of the board of directors pursuant to the provisions of Paragraph 6 of Article 399-13 of the Companies Act (disregarding matters under each item of Paragraph 5 of the same Article).

(Limitation of Liability Agreement with Non-executive Directors, etc.)

Article 33.

Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Bank may conclude with a non-executive director, etc. an agreement to limit the liability of the non-executive director, etc. 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.

Chapter VI. Audit and Supervisory Committee

(Audit and Supervisory Committee)

Article 34.

1. The audit and supervisory committee shall consist of all the members of the audit and supervisory committee of the Bank currently in office.
2. Notice of a meeting of the audit and supervisory committee shall be given to each member of the audit and supervisory committee 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.



3. Except as otherwise provided by applicable law, all resolutions of the audit and supervisory committee shall be adopted at a meeting of the audit and supervisory committee at which a majority of all of the members of the audit and supervisory committee entitled to vote at the meeting are present, by a majority of such members of the audit and supervisory committee present at such meeting.

(Full-time Members of Audit and Supervisory Committee)

Article 35.

The audit and supervisory committee shall elect by its resolution one or more full-time members of the audit and supervisory committee.

(Authority, etc. of Audit and Supervisory Committee)

Article 36.

Authorities and other matters pertaining to the audit and supervisory committee shall be governed by applicable laws and ordinances, these Articles of Incorporation and rules for the audit and supervisory committee to be enacted by the audit and supervisory committee.

Chapter VII. Accounts

(Fiscal Year)

Article 37.

The fiscal year of the Bank shall commence on April 1 of each year and shall end on March 31 of the following year.

(Body to Determine Dividends of Surplus, etc.)

Article 38.

Except as otherwise provided by applicable law, the Bank may determine the payment of dividends of surplus and other matters prescribed under each item of Paragraph 1 of Article 459 of the Companies Act pursuant to a resolution of the board of directors.



(Dividends of Surplus)

Article 39.

Cash dividends of surplus shall be made by the Bank to the shareholders or the registered share pledgees appearing or recorded on the final register of shareholders as of the last day of a fiscal year.

(Interim Dividends)

Article 40.

The Bank may, by resolution of a meeting of the board of directors, distribute interim dividends to the shareholders or the registered share pledgees appearing or recorded on the final register of shareholders at the close of September 30 of each year.

(Period of Limitations for Dividends)

Article 41.

If any cash dividends shall remain unreceived after expiration of five years from the day on which such dividends shall have become due and payable, the Bank shall be relieved of its obligation to pay such dividends.

Supplementary Provision

(Transitional Measures Concerning Limitation of Liability Agreement with Corporate Auditors)

Article 1.

The agreement to limit the liability of corporate auditors under Paragraph 1 of Article 423 of the Companies Act concluded with corporate auditors prior to the effective date of amendments to the Articles of Incorporation, to the effect that the audit and supervisory committee shall be established, which have been resolved at the 16th ordinary general meeting of shareholders, shall be unchanged and as provided under Article 37 of the Articles of Incorporation prior to the amendments resolved at that ordinary general meeting of shareholders.

(End)



NOTARIAL CERTIFICATE

This is to certify that Megumi Shigematsu an agent of Masahiko Oshima, Director and Deputy President of Sumitomo Mitsui Banking Corporation, has stated in my presence that said Masahiko Oshima has acknowledged to have signed the attached document.

Dated this 22nd day of July, 2019.



K. HARA

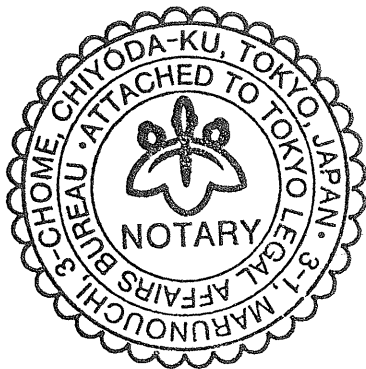
Keiichiro Hara

NOTARY

3-1, Marunouchi 3-chome,

Chiyoda-ku, Tokyo

Tokyo Legal Affairs Bureau



添付書面における作成名義人株式会社三井住友銀行代表取締役大島眞彦の代理人重松愛は、当職の面前において本人が作成名義人の署名を自認していると陳述した。以下余白。

よって、これを認証する。

令和元年 7 月 22 日、本公証人役場において
東京都千代田区丸の内三丁目3番1号
東京法務局所属

公 証 人
Notary

原 啓一郎

KEIICHIRO HARA

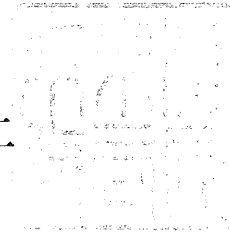
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

令和元年 7 月 22 日

東京法務局長

岩山 伸二



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by KEIICHIRO HARA
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of KEIICHIRO HARA, Notary

Certified

5. at Tokyo
6. Jul.22.2019
7. by the Ministry of Foreign Affairs
8. 19- NO 067117
9. Seal/stamp:
10. Signature



T. TANAKA

Toshie TANAKA

For the Minister for Foreign Affairs