

May 29, 2013

To whom it may concern

Sumitomo Mitsui Trust Holdings, Inc.  
(Securities Code : 8309 TSE, OSE, NSE)

**Notice regarding Disposal of Treasury Shares by an International Offering**

Sumitomo Mitsui Trust Holdings, Inc. (“SMTH”) hereby announces that, at a meeting of the board of directors held today, it has resolved to dispose of treasury shares by an international offering, as described below.

**【Purpose and Reason for the Disposal of Treasury Shares by an International Offering】**

In March 2013, SMTH repurchased 467,292,000 shares of its common stock in connection with the repayment of public funds and concurrently cancelled 250,000,000 shares of those repurchased shares, and decided to formulate a plan with respect to the remaining repurchased shares by taking into consideration various factors including the status of its equity capital, evaluation of the market conditions and opportunities for strategic investments.

Taking into consideration the current economic circumstances and market conditions, SMTH determined to strengthen its capital base, which will support strategic investments and effective asset expansion, in order to reinforce its financial soundness and to further improve profitability while facing intensifying competition in Japanese and overseas markets as a financial institution operating globally.

Note: This press release does not constitute an offer of any securities for sale. This press release has been prepared for the sole purpose of publicly announcing that SMTH has resolved matters relating to the disposal of treasury shares by an international offering, and not for the purpose of soliciting investment or engaging in any other similar activities within or outside Japan. There will be no offering or sale in Japan with respect to this disposal of treasury shares. This press release is not an offer of securities for sale in the United States. The shares of our common stock have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The shares of our common stock may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The shares of our common stock will not be publicly offered or sold in the United States.

## Disposal of Treasury Shares by an International Offering

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|-----|--|---|
| (1) | Class and Number of Shares to be Offered   | 217,000,000 shares of common stock of SMTH  |
| (2) | Determination of Offer Price for the Disposal (Price to be Paid)   | In accordance with the method of book building similar to the method provided in Article 25 of the Regulations concerning Underwriting, etc. of Securities set out by the Japan Securities Dealers Association, the offering price will be determined on any day between May 29, 2013 (Wednesday) and May 31, 2013 (Friday) (the "Pricing Date") based on the provisional price range calculated by multiplying the closing price of the common stock of SMTH on the Tokyo Stock Exchange, Inc. on the Pricing Date ( if no closing price is quoted, the closing price on the immediately preceding date) by a figure between 0.90 to 1.00 (rounded down to the nearest whole yen) and after taking into consideration market demand and other factors. |
| (3) | Method of Offering   | The method for the international offering shall be the offering of shares outside Japan (with any offering in the United States, restricted to qualified institutional buyers pursuant to Rule 144A of the U. S. Securities Act of 1933) (the "Offering") and the aggregate number of shares will be severally, and not jointly, purchased and underwritten by underwriters.  |
| (4) | Subscription Unit  | 1,000 shares  |
| (5) | Payment Date   | June 13, 2013 (Thursday)  |
| (6) | Delivery Date  | June 14, 2013 (Friday)  |
| (7) | Each of the President and the representative appointed by the President is authorized to make all the necessary determinations and implementation of the necessary proceedings in connection with the Offering, including the decision of the offer price for the disposal (price to be paid). |   |

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<Reference>

1. Change in the number of treasury shares as a result of this disposal of treasury shares

The number of treasury shares at present	218,240,098 shares
(As of May 29, 2013)	
The number of shares disposed	217,000,000 shares
The number of treasury shares after the disposal	1,240,098 shares

2. Use of Proceeds

(1) Use of proceeds

The net proceeds from the disposal of treasury shares by the Offering, estimated to be 93,780,000,000 yen, is planned to be deposited in Sumitomo Mitsui Trust Bank, Limited and used for general business purposes.

(2) Change in the use of funds raised last time

N/A

(3) Expected impact on business results

There is no change in the business forecast for this fiscal year in response to the disposal of treasury shares by the Offering.

- End -

For further information, please contact:

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