

[Translation]

May 14, 2014

To whom it may concern

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

Introduction of New Stock Option Plan

Sumitomo Mitsui Trust Holdings, Inc. (President: Kunitaro Kitamura; hereinafter “SMTH”) hereby announces that it resolved at the board of directors’ meeting held on May 14, 2014, to make a proposal at the ordinary general meeting of shareholders to be held on June 27, 2014, to introduce a new stock option plan in place of the existing plan as follows.

1. Introduction of new stock option plan and proposal at the ordinary general meeting of shareholders

After the full repayment of public funds, SMTH and Sumitomo Mitsui Trust Bank, Ltd. (hereinafter “SMTB”) are considering an appropriate compensation plan for executives, which is expected to serve as an incentive to increase shareholder value, and propose to replace the existing stock option plan, granting tax-qualified stock options, with a new stock option plan, granting stock-compensation-type stock options, for the purpose of enhancing directors’ and executive officers’ enthusiasm and morale to improve the consolidated performance and share price by sharing both the rewards and risks of share price movement.

Under the new stock option plan, SMTH will provide the directors (excluding external directors) of SMTH, as remuneration, with stock-compensation-type stock options as described in the exhibit up to the maximum amount of 40 million yen per annum. In his regard, SMTH will discontinue the existing stock option plan that was approved at SMTH’s ordinary general meeting of shareholders held on June 29, 2011, and will make a proposal at SMTH’s ordinary general meeting of shareholders to be held on June 27, 2014 to request approval of the amendment to the price and substance of the remuneration for directors pertaining to share acquisition rights offered as stock options.

2. Substance of share acquisition rights

The substance of the share acquisition rights of the stock-compensation-type stock options to be allotted to the directors of SMTH will be as described in the exhibit.

End.

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Substance of Share Acquisition Rights allocated to Directors (excluding external directors) of SMTH

- (1) Type and number of shares that are the subject of share acquisition rights

1,000 SMTH common shares per one share acquisition right.

If SMTH conducts a share split or consolidation of shares, the number of shares that are the subject of share acquisition rights will be adjusted using the following formula. However, the adjustment will be made only for those shares that are the subject of share acquisition rights that are not exercised at the time of the share split or consolidation of shares. Fractions less than one share arising from the adjustment will be rounded down.

$$\begin{array}{l} \text{Number of shares after} \\ \text{adjustment} \end{array} = \begin{array}{l} \text{Number of shares before} \\ \text{adjustment} \end{array} \times \text{Split/consolidation ratio}$$

Moreover, if SMTH conducts a merger, company split, share exchange, or share transfer (collectively, the “Merger, etc.”) or an allotment of shares without contribution, or in any cases where an adjustment of the number of share is required, the number of shares may be adjusted within a reasonable scope by taking into consideration the circumstances of the Merger, etc., the allotment of shares without contribution, or other case.

- (2) Total number of share acquisition rights

The number of share acquisition rights issued within one year after the date of each of SMTH’s ordinary general meeting of shareholders will be 300 rights at the maximum.

- (3) Amount to be paid-in for share acquisition rights

The amount to be paid-in per one share acquisition right will be the amount determined by the board of directors based on the fair price of the share acquisition right, which will be calculated using the stock option price calculation model indicated in the “Accounting Standard for Share-based Payment” publicized by the Accounting Standards Board of Japan. A director who is allotted a share acquisition right will, instead of paying the amount to be paid-in, offset the payment against any claim to remuneration that he or she is owed by SMTH.

- (4) Value of assets to be contributed upon the exercise of share acquisition rights

The value of the assets to be contributed upon the exercise of share acquisition rights will be the amount obtained by multiplying the amount to be paid-in upon the exercise of the share acquisition rights per share (which will be one (1) yen), by the number of shares that are the subject of share acquisition rights.

- (5) Exercise period of share acquisition rights

The exercise period will be determined by the board of directors, but will not exceed thirty (30) years from the allotment date of the share acquisition right.

(6) Conditions for exercising share acquisition rights

- 1) The holder of a share acquisition right may exercise share acquisition rights from the day immediately following the date when that holder of a share acquisition right ceases to hold any position as a director or an executive officer of SMTH or SMTB.
- 2) Other conditions for exercising share acquisition rights will be determined in the share acquisition right allotment agreement that is to be entered into between SMTH and the holder of a share acquisition right, subject to the resolution of the board of directors.

(7) Restriction on transfer of share acquisition rights

The acquisition of share acquisition rights by transfer will require approval of the board of directors.

(Reference)

It is planned that, together with the introduction of the new stock option plan for the directors (excluding external directors) of SMTH due to this proposal, share acquisition rights as stock options with the same substance as the above-mentioned share acquisition rights will be issued to the executive officers of SMTH, and directors (excluding external directors) and executive officers of SMTB. The maximum number of such share acquisition rights allocated within one year after the date of the ordinary general meeting of shareholders of both SMTH and SMTB in the aggregate in each fiscal year will be 1,200 rights including the 300 rights mentioned in (2) above.

End.