

September 2, 2015

To whom it may concern:

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

Notice regarding Determination of Terms and Conditions for Issuance of Unsecured Perpetual Subordinated Bonds with Write-down Clause

Sumitomo Mitsui Trust Holdings, Inc. (President: Kunitaro Kitamura; hereinafter “SuMi TRUST Holdings”) hereby announces that it has determined the following terms and conditions for the issuance of unsecured perpetual subordinated bonds with write-down clause, which issuance was announced in a press release entitled “Notice regarding Issuance of Unsecured Perpetual Subordinated Bonds with Write-down Clause” on July 30, 2015. The bonds will be qualified as SuMi TRUST Holdings’ Additional Tier1 capital under the current applicable capital adequacy requirements.

Type of securities	Sumitomo Mitsui Trust Holdings, Inc. first series of unsecured perpetual subordinated bonds with optional-redemption clause and write-down clause for qualified institutional investors only	Sumitomo Mitsui Trust Holdings, Inc. second series of unsecured perpetual subordinated bonds with optional-redemption clause and write-down clause for qualified institutional investors only
Issue amount	JPY 70,000,000,000	JPY 50,000,000,000
Denomination	JPY 100,000,000	
Issue price	JPY 100 per face value of JPY 100	
Redemption date	None Provided, however, that SuMi TRUST Holdings may, at its discretion, redeem the bonds on any interest payment date on December 5, 2020 or thereafter (unless the principal amount of the bonds has been written down upon the occurrence of a loss absorption event) or upon the occurrence of a tax event or a capital event.	None Provided, however, that SuMi TRUST Holdings may, at its discretion, redeem the bonds on any interest payment date on December 5, 2025 or thereafter (unless the principal amount of the bonds has been written down upon the occurrence of a loss absorption event) or upon the occurrence of a tax event or a capital event.
Interest rate	From the day immediately following September 8, 2015 until December 5, 2020: 2.49% per annum From the day immediately following December 5, 2020: 6-month yen LIBOR + 2.25%	From the day immediately following September 8, 2015 until December 5, 2025: 2.87% per annum From the day immediately following December 5, 2025: 6-month yen LIBOR + 2.30%

Interest payment dates	June 5 and December 5 of each year
Subscription period	September 2, 2015
Payment date	September 8, 2015
Summary of interest cancellation clause	<p>(1) Optional cancellation of interest payments:</p> <p>SuMi TRUST Holdings may cancel all or part of the interest payments on the bonds on any interest payment date when it deems necessary at its absolute discretion, in which case, until such time that SuMi TRUST Holdings determines to pay or cancel interest due on the next interest payment date, SuMi TRUST Holdings shall not make any resolutions at its board of directors, or present its own proposal at a general meeting of shareholders, to (i) pay dividend on its common stock and stock of other classes which are qualified as its Additional Tier1 capital (other than preferred stock which ranks most senior in priority of payment as to dividends among the preferred stock qualified as its Additional Tier1 capital) and (ii) pay dividend on such preferred stock which ranks most senior as to dividend payments, in excess of the amount obtained by multiplying one-half of the amount of preferred dividend of such preferred stock and a ratio of the amount of interest SuMi TRUST Holdings determines to pay on the bonds among the amount of interest payable on the bonds on the same interest payment date.</p> <p>(2) Interest payable amount limitation:</p> <p>The amount of interest payable on any interest payment date on each bond shall not exceed the Interest Payable Amount and SuMi TRUST Holdings shall not pay any amount of interest on each bond in excess of the Interest Payable Amount.</p> <p>The “Interest Payable Amount” means the amount apportioned to each bond calculated by dividing the adjusted distributable amount, which will be the distributable amount under the Companies Act as of the interest payment date less the total amount of dividends and interest of the bonds, the Parity Securities and the Junior Securities paid during the period from the beginning of the fiscal year in which such interest payment date falls to the day preceding such interest payment date, on a <i>pro rata</i> basis among the total amount of interest payable on the bonds and the total amount of dividends and interest payable on the same interest payment date on its preferred stock which ranks most senior in priority of payment as to dividends as well as Parity Securities.</p> <p>The “Parity Securities” means obligations of SuMi TRUST Holdings which effectively rank <i>pari passu</i> as to interest payment with the bonds.</p> <p>The “Junior Securities” means obligations of SuMi TRUST Holdings which effectively rank junior as to interest payment with the bonds.</p> <p>The amount of interest which have not been paid according to (1) or (2) above shall not be deferred and payment obligation thereof shall be discharged thereafter.</p>

Summary of write-down clause	<p>(1) Write-down upon the occurrence of a loss absorption event: When SuMi TRUST Holdings' consolidated Common Equity Tier1 capital ratio reported or published by it falls below 5.125%, the principal amount of each bond, together with the interest on the part of the principal amount so written down, shall be written down in the amount apportioned to each bond calculated by dividing such amount as determined by SuMi TRUST Holdings in consultation with the Financial Services Agency of Japan and other relevant Japanese regulatory authorities necessary to make SuMi TRUST Holdings' consolidated Common Equity Tier1 capital ratio exceed 5.125% by write-down or conversion to ordinary shares of all or part of the bonds and its other Additional Tier1 liabilities, etc., on a <i>pro rata</i> basis among the total principal amount of the bonds and the total principal amount of its other Additional Tier1 liabilities, etc.</p> <p>(2) Write-down upon the occurrence of a non-viability event: All of the principal amount of and interest on the bonds shall be written down to zero when it is officially designated that the “specified item 2 measures (<i>tokutei dai nigou sochi</i>),” which are the measures set forth in Article 126-2, Paragraph 1, Item 2 of the Deposit Insurance Act, need to be applied to SuMi TRUST Holdings.</p> <p>(3) Write-down upon the occurrence of an insolvency proceedings commencement event: All of the principal amount of and interest on the bonds shall be written down to zero when it is adjudicated that SuMi TRUST Holdings becomes subject to bankruptcy and other insolvency proceedings.</p>
Summary of reinstatement clause	<p>When part of the principal amount of the bonds have been written down upon the occurrence of a loss absorption event, such principal amount of the bonds shall be reinstated upon the occurrence of a Reinstatement Event to the extent of the amount to be determined by SuMi TRUST Holdings after discussion with the Financial Services Agency of Japan and any other relevant Japanese regulatory authorities.</p> <p>The “Reinstatement Event” occurs when SuMi TRUST Holdings determines that the principal amount of the bonds that have been written-down be reinstated after obtaining prior confirmation of the Financial Services Agency of Japan and any other relevant Japanese regulatory authorities that SuMi TRUST Holdings' consolidated Common Equity Tier1 capital ratio remains at a sufficiently high level after giving effect to the relevant reinstatement of the bonds.</p>
Summary of subordination clause	<p>The bonds rank, as to the payment of liabilities in our liquidation proceedings (excluding special liquidation proceedings), junior to the general creditors and dated subordinated creditors of SuMi TRUST Holdings, senior to SuMi TRUST Holdings' common stock, and <i>pari passu</i> with SuMi TRUST Holdings' preferred stock and existing preferred securities issued by its overseas special purpose subsidiaries.</p>

Use of proceeds	To lend to Sumitomo Mitsui Trust Bank, Limited as subordinated loan with write-down clause
Method of offering	Private placements only to qualified institutional investors in Japan.
Fiscal agent	Sumitomo Mitsui Trust Bank, Limited
Securities depository	Japan Securities Depository Center, Incorporated

Disclaimer:

This document is prepared for the purpose of public disclosure about the notice regarding the determination of terms and conditions for issuance of unsecured perpetual subordinated bonds with optional-redemption clause and write-down clause for qualified institutional investors only by SuMi TRUST Holdings and is not for the purpose of soliciting investment or engaging in any other similar activities within or outside of Japan.

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