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(Translation)

Securities Code 8316

June 11, 2012

To Those Shareholders with Voting Rights

Koichi Miyata  
President  
Sumitomo Mitsui Financial Group, Inc.  
1-2, Marunouchi 1-chome, Chiyoda-ku,  
Tokyo, Japan

## NOTICE OF CONVOCATION OF THE 10<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

You are cordially invited to attend the 10<sup>th</sup> Ordinary General Meeting of Shareholders of Sumitomo Mitsui Financial Group, Inc. (the "Company"), which will be held on Thursday, June 28, 2012, at 10:00 a.m. at the Head Office of the Company (Sumitomo Mitsui Banking Corporation Head Office Building) at 1-2, Marunouchi 1-chome, Chiyoda-ku, Tokyo.

If you are unable to attend the meeting, you can exercise your voting rights by mail or via the Internet. Please review the "Reference Documents for the General Meeting of Shareholders" and exercise your voting rights by following the instructions on the next page.

### Agenda of the Meeting:

- Matters to be reported:**
1. Business Report, Consolidated Financial Statements for the 10<sup>th</sup> Fiscal Year (from April 1, 2011 to March 31, 2012) and results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
  2. Non-Consolidated Financial Statements for the 10<sup>th</sup> Fiscal Year (from April 1, 2011 to March 31, 2012)

### Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Three Directors  
**Proposal No. 3:** Election of Two Corporate Auditors

The Business Report, Consolidated Financial Statements, Non-Consolidated Financial Statements, Copies of the Accounting Auditor's reports, and Copy of the Board of Corporate Auditors' report to be provided to shareholders upon notice of the Ordinary General Meeting of Shareholders are as stated in the attached "Business Report for the 10<sup>th</sup> Fiscal Year."

The notes to the Consolidated Financial Statements and the Non-Consolidated Financial Statements are disclosed on the Company's website on the Internet (<http://www.smfg.co.jp>) in accordance with laws, regulations, and Article 25 of the Articles of Incorporation, and are therefore not included in "Business Report for the 10<sup>th</sup> Fiscal Year."

The Consolidated Financial Statements and the Non-Consolidated Financial Statements contained in "Business Report for the 10<sup>th</sup> Fiscal Year" are part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were subject to audit by the Accounting Auditor for the purpose of the Independent Auditors' Report, as well as audit by Corporate Auditors for the purpose of the Audit Report, respectively.

For those attending, please present the enclosed **Attendance Sheet** at the reception desk without detaching the Voting Rights Exercise Form on arrival at the meeting.

If the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements are amended, the amended items will be announced on the Company's website on the Internet (<http://www.smfg.co.jp>).

## **【Guidance on the Exercise of Voting Rights by Mail or via the Internet】**

### 1. Exercise of Voting Rights by Mail

Please indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form and then send it back so that it will be delivered to our share register agent no later than 5:10 p.m. on Wednesday, June 27, 2012.

Please use the enclosed registration security sticker.

### 2. Exercise of Voting Rights via the Internet

(1) Please access the voting website (<http://www.webdk.net>) via a PC or a mobile phone, etc., using the login ID and temporary password printed on the enclosed Voting Rights Exercise Form. Please indicate your approval or disapproval for each proposal no later than 5:10 p.m. on Wednesday, June 27, 2012, following the instructions on the screen.

If you are voting via a mobile phone, depending on the type of the mobile phone, the voting website may not be able to ensure the security of your data transmission. For further information, please call the phone number below.

(2) If you vote more than once via the Internet, we will only accept the last vote as valid.

(3) If you vote both by mail and via the Internet, we will only accept the vote submitted via the Internet as valid.

(4) Any access fee to internet service providers, communications fee to communications carriers and other fees for the usage of the website for voting shall be borne by shareholders.

#### **Inquiries regarding Exercise of Voting Rights via the Internet:**

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Business Planning Department  
Phone: 0120-186-417 (toll free within Japan)  
Hours: 9:00 a.m. to 9:00 p.m. (Japan time)

**NOTE: The above voting website is available in Japanese only.**

## **【The Electronic Voting Platform for Institutional Investors】**

The Electronic Voting Platform for Institutional Investors operated by ICJ, Inc., is available for institutional investors that have applied in advance to use the platform.

## Reference Documents for the General Meeting of Shareholders

### Proposals, Reasons and References

#### Proposal No. 1: Appropriation of Surplus

In terms of a comprehensive view of the business results for the fiscal year, as it is necessary to continuously consider the accumulation of internal reserves of total Group companies based on the economic and financial climates forecasted for the future, we propose the distribution of a dividend at the end of the fiscal year as described below.

It should be noted that we do not propose any other appropriation of surplus.

(1) Type of dividend property

Cash

(2) Matters related to the allocation of dividend property and the total amount to be distributed

Common stock	¥50 per share	Total ¥68,230,705,300
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As we have already paid an interim dividend of ¥50 per common stock, the annual dividend will be ¥100 per share, the same amount as in the previous fiscal year.

(3) Effective date of distribution of surplus

June 28, 2012

## Proposal No. 2: Election of Three Directors

Mr. Kazuya Jono has already resigned from his post as a Director, and the terms of office of two Directors, Messrs. Koichi Miyata and Yoshinori Yokoyama, will expire at the conclusion of the meeting. Accordingly, on this occasion, the election of the following three Directors is proposed.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Career summary, position, responsibility and significant concurrent positions	Type and number of shares of the Company held
1	Koichi Miyata (November 16, 1953)	<p>April 1976      Joined Mitsui Bank June 2003      Executive Officer of Sumitomo Mitsui Banking Corporation (“SMBC”) October 2006    Managing Executive Officer of SMBC April 2009      Director and Senior Managing Executive Officer of SMBC April 2010      Senior Managing Executive Officer of the Company June 2010      Director of the Company April 2011      Director and President of the Company (to present) Director of SMBC (to present)</p> <p>Significant concurrent positions: Director of SMBC</p>	7,100 (Common stock)
2	Nobuaki Kurumatani (December 23, 1957)	<p>April 1980      Joined Mitsui Bank April 2007      General Manager of Corporate Planning Department of the Company Executive Officer of SMBC January 2010    Managing Executive Officer of SMBC, commissioned as General Manager of Corporate Planning Department April 2010      Managing Executive Officer of SMBC (to present) April 2012      Managing Executive Officer of the Company (to present)</p> <p>Responsibility: Officer in charge of Audit Department</p> <p>Significant concurrent positions: Managing Executive Officer of SMBC</p>	6,100 (Common stock)
3	Yoshinori Yokoyama (September 16, 1942)	<p>April 1966      Joined MAYEKAWA ASSOCIATES, ARCHITECTS &amp; ENGINEERS September 1973    Joined Davis Brody &amp; Associates September 1975    Joined McKinsey &amp; Company, Inc. July 1987      Director (Senior Partner) of McKinsey &amp; Company, Inc. June 2002      Retired from McKinsey &amp; Company, Inc. June 2002      Director of ORIX Corporation (to present) April 2003      Corporate Auditor of Industrial Revitalization Corporation of Japan June 2006      Director of the Company (to present) Director of SMBC (to present)</p> <p>Significant concurrent positions: Director of SMBC Director of ORIX Corporation</p>	0 (Common stock)

Notes: 1. Mr. Yoshinori Yokoyama is a candidate for Outside Director.

- (1) Mr. Yoshinori Yokoyama has in-depth knowledge of corporate management. We have therefore determined judged that he would be appropriate as an Outside Director of the Company, and propose that he be elected.
- (2) Mr. Yoshinori Yokoyama has served as a Director of the Company for a period of five years and

eleven months since June 2006.

- (3) The Company entered an agreement with Mr. Yoshinori Yokoyama pursuant to Paragraph 1 of Article 427 of the Companies Act to limit the liabilities under Paragraph 1 of Article 423 of said Act. The maximum amount of the liability for damages under this liability limitation agreement is the higher of ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Companies Act.
  - (4) The Company has designated Mr. Yoshinori Yokoyama as Independent Director in accordance with the requirement set out by the financial instruments exchanges in Japan such as Tokyo Stock Exchange Inc.
2. Mr. Yoshinori Yokoyama is scheduled to retire as a Director of ORIX Corporation as of June 25, 2012.

### Proposal No. 3: Election of Two Corporate Auditors

The terms of office of Corporate Auditors Messrs. Yoji Yamaguchi and Hiroshi Araki will expire at the conclusion of the meeting. Accordingly, on this occasion, the election of the following two Corporate Auditors is proposed. The candidates for Corporate Auditors are as follows.

It should be noted that the Board of Corporate Auditors has already given its consent to these candidates.

No.	Name (Date of birth)	Career summary, position and significant concurrent positions	Type and number of shares of the Company held
1	Yoji Yamaguchi (June 14, 1955)	April 1978 April 2006 April 2008 June 2008 Joined Mitsui Bank Co-General Manager of General Affairs Department of the Company General Manager of Administrative Department of SMBC Senior Manager of Head Office of SMBC Standing Corporate Auditor of the Company (to present)	2,700 (Common stock)
2	Rokuro Tsuruta (June 16, 1943)	April 1970 April 2005 June 2006 July 2006 October 2006 September 2008 April 2009 March 2012 Significant concurrent positions: Director of TPR CO., LTD. Corporate Auditor of J. FRONT RETAILING Co., Ltd. Corporate Auditor of Mitsubishi Chemical Holdings Corporation Appointed as a Prosecutor at Tokyo District Public Prosecutors Office Superintending Prosecutor of Nagoya High Public Prosecutors Office Retired from his position as Prosecutor Registered as an attorney at law (to present) Professor at Chiba University Law School Retired from his position as Professor at Chiba University Law School Professor at Surugadai University Law School Retired from his position as Professor at Surugadai University Law School	0 (Common stock)

Notes: Mr. Rokuro Tsuruta is a candidate for Outside Corporate Auditor.

1. Mr. Rokuro Tsuruta has in-depth knowledge of the legal field and corporate management. We have therefore determined that he would be appropriate as an Outside Corporate Auditor of the Company and would be capable of properly performing the responsibilities as Outside Corporate Auditor, and propose that he be elected.
2. If this proposal is approved and resolved, the Company will enter an agreement with Mr. Rokuro Tsuruta pursuant to Paragraph 1 of Article 427 of the Companies Act to limit the liabilities under Paragraph 1 of Article 423 of said Act. The maximum amount of the liability for damages under this liability limitation agreement is the higher of ¥10 million or the minimum amount of the liability for damages stipulated in Paragraph 1 of Article 427 of the Companies Act.
3. The Company intends to designate Mr. Rokuro Tsuruta as Independent Auditor in accordance with the requirement set out by the financial instruments exchanges in Japan such as Tokyo Stock Exchange Inc.