

March 31, 2015

To whom it may concern

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

Notice regarding Acquisition of Shares of Citi Cards Japan, Inc.

Sumitomo Mitsui Trust Bank, Limited (President: Hitoshi Tsunekage; hereinafter “SuMi TRUST”), which is a subsidiary of Sumitomo Mitsui Trust Holdings, Inc. (President: Kunitaro Kitamura) hereby announces that SuMi TRUST has reached a definitive agreement with Citigroup Inc. (CEO: Michael Corbat; hereinafter “Citi”, Head Office in New York, U.S.A.) to acquire 100% of the issued shares of Citi Cards Japan, Inc. (Representative Director, President and CEO: Oscar J. Mangini; hereinafter “Citi Cards Japan”), which operates Citi’s credit card business in Japan (that acquisition, hereinafter the “Share Acquisition”).

1. Background and purpose of the Share Acquisition

Credit card transaction volumes in Japan have steadily grown due to the increase in credit card usage among individual consumers, and the credit card market is a promising market with expected continued growth.

In light of this, SuMi TRUST will acquire the issued shares of Citi Cards Japan by the end of this year in order to strengthen its credit card business and enhance the offering of the products and services by its retail business.

Citi Cards Japan is the exclusive issuer of Diners Club cards in Japan, which have more than fifty years of tradition as the first credit card in Japan. Furthermore, Diners Club cards have renowned brand recognition and a premier customer base among international credit card brands, built up since inception.

On the other hand, SuMi TRUST has provided products and services unique to trust banks for many years to customers as a specialized trust bank, with its origins in the first trust company in Japan and a tradition dating back more than ninety years.

The Share Acquisition enables SuMi TRUST to offer even more excellent and distinguished products and services to customers by leveraging the established brands and traditions of the two companies.

SuMi TRUST intends to offer high quality credit card services with superior value propositions, including Diners Club cards, to SuMi TRUST customers, while SuMi TRUST also intends to offer the opportunities to utilize its various products and services to Citi Cards Japan customers.

SuMi TRUST and Citi also agreed to cooperate to ensure a smooth execution of the transaction and the continued offering of products and services to Citi Cards Japan customers.

Following the Share Acquisition, SuMi TRUST will continue to provide the same quality of services to Citi Cards Japan customers, and there will be no fundamental changes in the services currently offered.

2. Outline of acquirer of shares

(i) Name	Sumitomo Mitsui Trust Bank, Limited
(ii) Location	1-4-1, Marunouchi, Chiyoda-ku, Tokyo
(iii) Representative	Hitoshi Tsunekage, President
(iv) Main businesses	Banking, Trust banking
(v) Capital stock	JPY 342.0 billion
(vi) Date of establishment	July 28, 1925
(vii) Main shareholder and proportion of shares held	Sumitomo Mitsui Trust Holdings, Inc. 100%

3. Outline of company whose shares are to be acquired

(i) Name	Citi Cards Japan, Inc. (planned to be changed upon the share acquisition)
(ii) Location	6-27-30, Shinjuku, Shinjuku-ku, Tokyo
(iii) Representative	Oscar J. Mangini, Representative Director, President and CEO
(iv) Main businesses	Credit cards, finance services, insurance agency services, etc. (Reference) Customer Accounts: Approx. 743,000 (as of February 28, 2015)
(v) Capital stock	JPY 100 million
(vi) Date of establishment	April 2, 1977
(vii) Main shareholder and proportion of shares held	Citibank Overseas Investment Corporation 100% *
(viii) Relationships with other companies	There is no relationship to be particularly noted between Sumitomo Mitsui Trust Holdings, Inc., Sumitomo Mitsui Trust Bank, Limited and Citi Cards Japan, Inc.

*Note: Please refer to "4. Outline of company from which shares will be acquired" below.

4. Outline of company from which shares will be acquired

(i) Name	Citibank Overseas Investment Corporation
(ii) Location	U.S.A.
(iii) Relationships with other companies	There is no relationship to be particularly noted between Sumitomo Mitsui Trust Holdings, Inc., Sumitomo Mitsui Trust Bank, Limited and Citibank Overseas Investment Corporation

5. Number of shares to be acquired

(i) Number of shares held before the transfer	0 shares
(ii) Number of shares to be acquired	100% of shares held by Citibank Overseas Investment Corporation
(iii) Number of shares held after the transfer	Same as the above

6. Schedule

- March 31, 2015: Execution of the share purchase agreement
- By the end of December 2015: Transfer of shares (planned)

7. Future outlook

The Share Acquisition will have no effect on the disclosed earnings forecasts of Sumitomo Mitsui Trust Holdings, Inc. and SuMi TRUST for the fiscal year ending March 2015.

For further information, please contact:
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