

**SCHEDULE 3**  
**FORM OF TRANSFER CERTIFICATE**

Citibank, N.A.  
as Registrar

**SMFG PREFERRED CAPITAL USD 2 LIMITED**  
**(an exempted company incorporated with limited liability under the laws of the Cayman Islands)**

**Non-cumulative Perpetual Preferred Securities**  
**with an aggregate liquidation preference of US\$1,800,000,000**

[DATE]

Dear Sirs

Reference is hereby made to the agency agreement dated May 12, 2008 (the "Agency Agreement") in relation to the Non-cumulative Perpetual Preferred Securities with an aggregate liquidation preference of US\$1,800,000,000 (the "Preferred Securities") of SMFG PREFERRED CAPITAL USD 2 LIMITED (the "**Company**"). Capitalized terms used but not defined herein shall have the meanings given to them in the Agency Agreement. Other terms shall have the meanings given to them in Regulation S.

We, as transferor (the "**Transferor**") of US\$[●] in aggregate liquidation preference of our beneficial interest in the Preferred Securities represented by a [Regulation S/Rule 144A]\* Global Certificate, hereby request a transfer of\*\*

1.  our beneficial interest in Preferred Securities evidenced by such Regulation S Global Certificate (CUSIP/ISIN: G8228NAA9/USG8228NAA93) to a purchaser wanting to receive a beneficial interest in Preferred Securities evidenced by a Rule 144A Global Certificate (CUSIP/ISIN: 78454GAA9/US78454GAA94) (ON OR PRIOR TO THE 40TH DAY FOLLOWING THE DATE OF ISSUE OF THE PREFERRED SECURITIES: TICK BOX A BELOW; AFTER THE 40TH DAY FOLLOWING THE DATE OF THE ISSUE OF THE PREFERRED SECURITIES: NO FURTHER BOXES NEED BE TICKED); or

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\* Delete as appropriate.

\*\* Tick one of the following boxes.

2.  our beneficial interest in Preferred Securities evidenced by such Rule 144A Global Certificate (CUSIP/ISIN: 78454GAA9/US78454GAA94) to a purchaser wanting to receive a beneficial interest in Preferred Securities evidenced by a Regulation S Global Certificate (CUSIP/ISIN: G8228NAA9/USG8228NAA93) (TICK BOX B, C, D OR E BELOW).

In connection with such request, and in respect of such Preferred Securities, we as the Transferor do hereby certify that our beneficial interest in such Preferred Securities are being transferred in accordance with the terms of any legend on the Preferred Securities and that we are transferring our beneficial interest in such Preferred Securities\*\*

A.  to a person whom the Transferor reasonably believes is a “qualified institutional buyer” within the meaning of Rule 144A purchasing for its own account (or for the account of one or more qualified institutional buyers over which account(s) it exercises sole investment discretion); such transfer is made in a transaction meeting the requirements of Rule 144A; and such person has been notified of the restrictions on transfer contained in the legend appearing on the face of the Rule 144A Global Certificate; or

B.  to the Company; or

C.  in accordance with Regulation S, and accordingly the Transferor does hereby certify that:

(i)  the offer of such Preferred Securities was not made to a person in the United States;

(ii)  \*\*\*at the time the buy order was originated, the buyer was outside the United States or the Transferor or any person acting on its behalf reasonably believed that the buyer was outside the United States;

OR

(ii)  \*\*\*the transaction was executed in, or on or through the facilities of a designated offshore securities markets and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;

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\*\* Tick one of the following boxes.

\*\*\* Tick box for one of alternative sub-paragraphs (ii) as appropriate.

- (iii) no directed selling efforts have been made in contravention of the requirements of Rule 903(a)(2) or 904(a)(2) of Regulation S, as applicable;
- (iv) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; and
- (v) with regard to transfers within the period prior to and including the 40th day after the Issue Date, any beneficial interest in such Regulation S Global Certificate shall be held by Cede & Co. as nominee of DTC for the accounts of Euroclear or Clearstream, Luxembourg; or

D.  pursuant to an exemption from registration provided by Rule 144, if available; or

E.  pursuant to an effective registration statement under the Securities Act.

If none of the foregoing boxes is ticked, the Registrar shall not be obliged to inform the Paying Agent of the transfer of the beneficial interest in the relevant Global Certificate contemplated by this transfer certificate.

This certificate and the statements contained herein are made for your benefit and the benefit of the Company.

[Name of Transferor]

By: