

EXHIBIT A

**FORM OF CERTIFICATION FOR TRANSFER OR EXCHANGE OF
RULE 144A GLOBAL SECURITY TO REGULATION S GLOBAL
SECURITY**

[Date]

Re: Sumitomo Mitsui Banking Corporation [*description of securities*], CUSIP No. •

Reference is hereby made to that certain Indenture, dated as of July [22], 2010 (the “**Indenture**”), between Sumitomo Mitsui Banking Corporation (the “**Bank**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to • principal amount of Securities which are held in the form of the Rule 144A Global Securities (CUSIP No. •) with • in the name of • (the “**Transferor**”). The Transferor has requested an exchange or transfer of such beneficial interest for an equivalent beneficial interest in the Regulation S Global Securities (CUSIP No. •).

In connection with such request, and in respect of such Securities, the Transferor does hereby certify that such exchange or transfer has been effected in accordance with the transfer restrictions set forth in the Securities and (i) that, with respect to transfer made in reliance on Regulation S (“**Regulation S**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”):

(1) the offer of the Securities was made to a person other than a “**U.S. person**” (as defined in Regulation S);

(2) either (a) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States; or (b) the transaction was executed in, on or through the facilities of a designated offshore securities market described in paragraph (b) of Rule 902 of Regulation S 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;

(3) no directed selling efforts have been made in contravention of the requirements of Rule 903 or 904 of Regulation S, as applicable;

(4) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

(5) the Transferor has advised the transferee of the transfer restrictions applicable in the Securities;

(6) if the Transferor is a dealer in securities or has received a selling concession, fee or other remuneration in respect of the Securities and the transfer is to occur prior to the expiration of the restricted period then the requirements of Rule 904(b)(1) of Regulation S have been satisfied;

and (ii) that, with respect to transfers made in reliance on Rule 144 under the Securities Act:

(1) the transaction is being effected in compliance with Rule 144 following the expiration of the holding period referred to in Rule 144(d)(1); or

(2) the Transferor has held the interest in the Rule 144A Global Security to be exchanged beyond the expiration of the applicable holding period set forth in Rule 144(k) and the Transferor is not and has not been an affiliate (as defined in Rule 144) of the Bank during the preceding three months.

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorize you to produce this certificate to any interested party in such proceeding. This certificate and the statements contained herein are made for your benefit and the benefit of the Bank and the initial purchasers.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____

EXHIBIT B

**FORM OF CERTIFICATION FOR TRANSFER OR EXCHANGE OF
REGULATION S GLOBAL SECURITY TO RULE 144A GLOBAL
SECURITY**

[Date]

Re: Sumitomo Mitsui Banking Corporation [*description of securities*], CUSIP No. •

Reference is hereby made to that certain Indenture, dated as of July [22], 2010 (the “**Indenture**”), between Sumitomo Mitsui Banking Corporation (the “**Bank**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to • principal amount of Securities which are held in the form of the Regulation S Global Securities (CUSIP No. •) with • in the name of • (the “**Transferor**”). The Transferor has requested an exchange or transfer of such beneficial interest for an equivalent beneficial interest in the Rule 144A Global Securities (CUSIP No. •).

In connection with such request, and in respect of such Securities, the Transferor does hereby certify that such exchange or transfer:

(1) has been effected in accordance with the transfer restrictions set forth in the Securities; and

(2) the Transferor is relying on Rule 144A (“**Rule 144A**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), for exemption from the registration requirements of the Securities Act; it is transferring such Securities to a person it 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 it exercises sole investment discretion); it is transferring such Securities in a transaction meeting the requirements of Rule 144A; and it is transferring such Securities to a person to whom it has notified of the restrictions described in the Indenture; and

(3) has been effected in accordance with applicable securities laws of any state of the United States or any other jurisdiction;

We understand that this certificate is required in connection with certain securities laws of the United States. In connection therewith, if administrative or legal proceedings are commenced or threatened in connection with which this certificate is or would be relevant, we irrevocably authorize you to produce this

certificate to any interested party in such proceeding. This certificate and the statements contained herein are made for your benefit and the benefit of the Bank and the initial purchasers.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____