

FORM OF TRANSFER

FOR VALUE RECEIVED the undersigned hereby transfers to

.....
.....

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF TRANSFEREE)

..... of the Preferred Securities, with an aggregate liquidation preference of
....., in respect of which this Definitive Preferred Security Certificate is
issued, and all rights under it or them, and irrevocably constitutes and
appoints..... as attorney to transfer such liquidation preference of Preferred
Securities on the books kept for registration thereof, with full power of substitution.

Dated:

Signed:

Certifying Signature:

Note:

- 1** The signature to this transfer must correspond with the name of the holder of the Preferred Security as it appears on the face of this certificate.
- 2** A representative of the holder of the Preferred Security should state the capacity in which he signs (*e.g.*, executor).
- 3** The signature of the person effecting a transfer shall conform to any list of duly authorized specimen signatures supplied by the registered holder or be certified by a recognised bank, notary public or in such other manner as the Registrar may require.

SCHEDULE 3
FORM OF TRANSFER CERTIFICATE

Citibank, N.A., London Branch
as Registrar

SMFG PREFERRED CAPITAL USD 3 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\$1,350,000,000

[DATE]

Dear Sirs

Reference is hereby made to the agency agreement dated July 18, 2008 (the “**Agency Agreement**”) in relation to the Series A Non-cumulative Perpetual Preferred Securities with an aggregate liquidation preference of US\$1,350,000,000 (the “**Preferred Securities**”) of SMFG PREFERRED CAPITAL USD 3 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: G82281 AA7 / USG82281AA73) to a purchaser wanting to receive a beneficial interest in Preferred Securities evidenced by a Rule 144A Global Certificate (CUSIP/ISIN: 78454H AA7 / US78454HAA77) (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

* 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: 78454H AA7 / US78454HAA77) to a purchaser wanting to receive a beneficial interest in Preferred Securities evidenced by a Regulation S Global Certificate (CUSIP/ISIN: G82281 AA7 / USG82281AA73) (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;

** 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: