

## FINAL TERMS OF THE NOTES

Final Terms dated 19 January 2022

**SUMITOMO MITSUI FINANCIAL GROUP, INC.**  
**Issue of USD315,000,000 Callable Zero Coupon Notes due 27 January 2052**

**under the**  
**SUMITOMO MITSUI FINANCIAL GROUP, INC.**  
**SUMITOMO MITSUI BANKING CORPORATION**  
**¥3,000,000,000,000**  
**Euro Medium Term Note Programme**

This document constitutes the Final Terms relating to the issue of Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 31 August 2021. These Final Terms contain the final terms of the Notes and must be read in conjunction with such Base Prospectus.

**PRIIPs REGULATION –PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**UK PRIIPs REGULATION - PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA (the “UK Prospectus Regulation”). Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**Singapore SFA Product Classification** – In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products)

Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

1	Issuer:	Sumitomo Mitsui Financial Group, Inc.
2	Series Number:	30
3	Status of the Notes:	Senior
4	Specified Currency or Currencies:	United States Dollars (“USD”)
5	Aggregate Nominal Amount:	USD315,000,000
6	Issue Price:	100 per cent of the Aggregate Nominal Amount
7	(i) Specified Denominations:	USD1,000,000
	(ii) Calculation Amount:	USD1,000,000
8	(i) Issue Date:	27 January 2022
	(i) Interest Commencement Date:	Not Applicable
9	Maturity Date:	27 January 2052
10	Interest Basis:	Zero Coupon (further particulars specified below)
11	Redemption/Payment Basis:	Redemption at 276.639922 per cent
12	Change of Interest or Redemption/Payment Basis:	Not Applicable
13	Put/Call Options:	Issuer Call (further particulars specified below)
14	Listing:	Listing on the Taipei Exchange
15	Method of distribution:	Syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16	<b>Fixed Rate Note Provisions</b>	Not Applicable
17	<b>Floating Rate Note Provisions</b>	Not Applicable
18	<b>Zero Coupon Note Provisions</b>	Applicable
	(i) Amortisation Yield (Condition 5(b)):	3.450 per cent per annum
	(ii) Day Count Fraction (Condition 4(i)):	30/360
	(iii) Any other formula/basis of determining amount payable:	Not Applicable
19	<b>Index Linked Interest Note Provisions</b>	Not Applicable
20	<b>Dual Currency Note Provisions</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

21	<b>Call Option</b>	Applicable
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- (i) Optional Redemption Date(s): 27 January 2032 and 27 January of each year thereafter up to and including 27 January 2051, in each case subject to the Modified Following Business Convention

Where:

“Business Day” means a day (other than a Saturday or Sunday) on which commercial banks and foreign exchange markets settle payments generally in Taipei, Tokyo, London and New York

- (ii) Optional Redemption Amount(s) of each Note and method, if any, of calculation of such amount(s):

Optional Redemption Date falling on or nearest to	Optional Redemption Price(s) (in per cent)	Optional Redemption Amount(s) per Calculation Amount (in USD)
27 January 2032	140.379907	1,403,799.07
27 January 2033	145.223014	1,452,230.14
27 January 2034	150.233208	1,502,332.08
27 January 2035	155.416254	1,554,162.54
27 January 2036	160.778115	1,607,781.15
27 January 2037	166.324960	1,663,249.60
27 January 2038	172.063171	1,720,631.71
27 January 2039	177.999350	1,779,993.50
27 January 2040	184.140328	1,841,403.28
27 January 2041	190.493169	1,904,931.69
27 January 2042	197.065183	1,970,651.83
27 January 2043	203.863932	2,038,639.32
27 January 2044	210.897238	2,108,972.38
27 January 2045	218.173193	2,181,731.93
27 January 2046	225.700168	2,257,001.68
27 January 2047	233.486824	2,334,868.24
27 January 2048	241.542119	2,415,421.19
27 January 2049	249.875322	2,498,753.22
27 January 2050	258.496021	2,584,960.21
27 January 2051	267.414134	2,674,141.34

- (iii) If redeemable in part: Not Applicable
- (iv) Option Exercise Date(s): Not Applicable
- (v) Description of any other Issuer’s option: Not Applicable
- (vi) Notice period: 5 business days (as defined in Condition 6(h))
- 22 Put Option** Not Applicable
- 23 Final Redemption Amount of each Note** USD2,766,399.22 per Calculation Amount

**24 Early Redemption Amount**

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|---|--------------------------|
| (i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons (Condition 5(c)) or an event of default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions): | As per Condition 5(b)(i) |
| (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5(c)):  | Yes                      |
| (iii) Redemption for regulatory reasons permitted on days other than Interest Payment Dates (Condition 5(e)):   | Not Applicable           |
| (iv) Unmatured Coupons to become void upon early redemption (Bearer Notes only) (Condition 6(f)):   | Not Applicable           |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |   |   |
|---|---|
| <b>25</b> Form of Notes:  | <b>Bearer Notes</b>   |
| (i) Temporary or permanent Global Note/Certificate:   | Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note |
| (ii) New Global Note or New Safekeeping Structure:  | Not applicable  |
| (iii) Applicable TEFRA exemption:   | D Rules   |
| <b>26</b> Financial Centre(s) (Condition 6(h)) or other special provisions relating to payment:   | Taipei, Tokyo, London and New York  |
| <b>27</b> Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No.   |
| <b>28</b> Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: | Not Applicable  |

- 29 Details relating to Instalment Notes: Not Applicable
- 30 Other terms or special conditions: Not Applicable

**DISTRIBUTION**

- 31 (i) If syndicated, names of Managers: Cathay United Bank Co., Ltd.  
KGI Securities Co. Ltd.  
MasterLink Securities Corporation  
Yuanta Securities Co., Ltd.  
SG Securities (HK) Limited, Taipei Branch
- (ii) Stabilising Managers (if any): Not Applicable
- (iii) Dealer's Commission: As separately agreed between the Issuer and the Managers
- 32 If non-syndicated, name of Dealer: Not Applicable
- 33 Additional selling restrictions: **R.O.C. Selling Restrictions**

The Notes have not been, and shall not be, offered, sold or re-sold, directly or indirectly, in the Republic of China (the "R.O.C."), to investors other than "professional institutional investors" as defined under Subparagraph 1, Paragraph 1, Article 2-1 of the Taipei Exchange Rules Governing Management of Foreign Currency Denominated International Bonds ("Professional Institutional Investors"). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.

**OPERATIONAL INFORMATION**

- 34 Legal Entity Identifier: 35380028MYWPB6AUO129
- 35 ISIN Code: XS2435101477
- 36 Common Code: 243510147
- 37 Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- 38 Delivery: Delivery against payment
- 39 Trade Date: 19 January 2022
- 40 The Agents appointed in respect of the Notes are: As set out in Condition 6
- 41 Intended to be held in a manner which would allow Eurosystem eligibility: No.  
Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of Euroclear or Clearstream, Luxembourg as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for

Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## GENERAL

- 42** The aggregate nominal amount of Notes issued has been translated into Japanese Yen at the rate of USD1=¥114.72, producing a sum of (for Notes not denominated in Japanese Yen): ¥36,136,800,000
- 43** Ratings: As of the date of these Final Terms, the Programme is rated, in respect of long-term senior notes issued by SMFG:  
Moody's Japan K.K.: A1  
S&P Global Ratings Japan Inc.: A-  
Fitch Ratings Japan Limited: A  
Japan Credit Rating Agency, Ltd.: AA-  
The Notes to be issued have not been rated.  
A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.
- 44** Capital Treatment: It is expected that the Notes will count as external TLAC of SMFG under applicable Japanese TLAC Standards.
- 45** Use of Proceeds: Net proceeds of the Notes will be used for providing debt or loan financing to SMFG's subsidiaries or otherwise used for its general funding purposes.

## LISTING APPLICATION

These Final Terms comprise the final terms required to list the issue of Notes described herein pursuant to the ¥3,000,000,000,000 Euro Medium Term Note Programme of Sumitomo Mitsui Financial Group, Inc.

Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing and trading on the Taipei Exchange ("TPEX") with effect from the Issue Date.

TPEX is not responsible for the content of these Final Terms and the Base Prospectus and any supplement or amendment thereto and no representation is made by TPEX to the accuracy or completeness of these Final Terms and the Base Prospectus and any supplement or amendment thereto. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of these Final Terms and the Base Prospectus and any supplement or amendment thereto.

Admission to the listing and trading of the Notes on the TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.

## **MATERIAL ADVERSE CHANGE STATEMENT**

Except as disclosed in the Base Prospectus, there has been no significant change in the financial or trading position of the Issuer or of the Group since 30 September 2021 and no material adverse change in the financial position or prospects of the Issuer or of the Group since 30 September 2021.

## **RECENT DEVELOPMENTS**

### **Regulatory Matters**

In April 2019, SMBC and its New York branch entered into a written agreement with the Federal Reserve Bank of New York requiring SMBC and its New York branch to address certain deficiencies relating to the New York branch's anti-money laundering and economic sanctions compliance program. SMBC and its New York branch are required, among other things, to implement corrective measures and submit periodic progress reports to the Federal Reserve Bank of New York. Although the Group is committed to improving compliance with laws and regulations relating to anti-money laundering and economic sanctions, SMBC and its New York branch may be subject to additional supervisory or enforcement action by other regulatory authorities. In such an event, SMBC and its New York branch may be required, among other things, to implement additional corrective measures, and may be subject to a monetary fine. If SMBC and its New York branch fail to comply with the terms of the written agreement or any other form of supervisory or enforcement action, the Group may become subject to additional sanctions.

Separately, as announced in certain media reports in November 2021, the Group is currently under investigation by the Securities and Exchange Surveillance Commission of Japan in connection with certain business practices and activities of its subsidiary, SMBC Nikko Securities Inc. and certain of its employees. The outcome of this investigation is uncertain, however, and the Group may face civil or criminal penalties or become subject to a business improvement or cessation order or other regulatory sanctions or fines as a result. In addition, the Group has experienced and may continue to experience reputational harm as a result of such investigation.

See "Item 3.D. Risk Factors—Risks Related to Our Business—Adverse regulatory developments or changes in government policies could have a negative impact on our results of operations", "—Fraud, misconduct or other unlawful behavior by directors, officers and employees or third parties could subject us to losses and regulatory sanctions", "—Our business could be adversely affected by litigation and regulatory proceedings globally", "—Damage to our reputation may have an adverse effect on our business and results of operations", "Item 4.B. Business Overview—Regulations in Japan—Other Regulations Related to Our Business—Financial Instruments and Exchange Act of Japan" and "—Regulations in the United States" in the most recent annual report on Form 20-F of SMFG, which is incorporated by reference in the Base Prospectus, for a description of the potential impact of such developments on the Group's business, results of operations and financial condition.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms which, when read together with the Base Prospectus referred to above, contains all information that is material in the context of the issue of the Notes.

Signed on behalf of the Issuer:

By:   
Duly authorised