

The following is an unofficial English translation of the Notice of Convocation of the 141st Ordinary General Meeting of Shareholders of Sumitomo Corporation to be held on June 19, 2009. Sumitomo Corporation (hereinafter referred to as the “Company”) provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. Please also refer to “Sumitomo Corporation website Terms and Conditions of Use.”

(Stock Exchange Code No. 8053)

May 28, 2009

To All Shareholders

Sumitomo Corporation
8-11, Harumi 1-chome
Chuo-ku, Tokyo

Susumu Kato
President and CEO

NOTICE OF CONVOCATION OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS

We wish to express our sincere thanks for the exceptional favor you have always shown us.

We have the pleasure of extending to you a cordial invitation to attend the 141st Ordinary General Meeting of Shareholders of the Company (hereinafter referred to as the “Meeting”), which will be held as set forth below.

If you will be unable to attend the Meeting in person, you can exercise your voting rights in writing or by electronic means (the Internet etc.) (please refer to pages 22 and 23 for more details).

Please take the time to examine the Reference Document for the General Meeting of Shareholders on the following pages and the attached Reports for the 141st Fiscal Year and exercise your voting rights no later than 5:45 P.M. of Thursday, June 18, 2009.

With highest regards.

1. Time Friday, June 19, 2009, at 10:00 A.M. (Open at 9:00 A.M.)

2. Place GRAND BALLROOM
GRAND HYATT TOKYO, 3rd floor
6-10-3 Roppongi, Minato-ku, Tokyo

3. Agenda Presentation of Reports:

No.1: Business Report, Consolidated Financial Statements, and Audit Reports by the Accounting Auditor and the Board of Corporate Auditors regarding the Consolidated Financial Statements for the 141st Fiscal Year (April 1, 2008 through March 31, 2009)

No.2: Non-consolidated Financial Statements for the 141st Fiscal Year (April 1, 2008 through March 31, 2009)

Propositions:

Proposition No.1: Distribution of Retained Earnings as Cash Dividends

Proposition No.2: Partial Amendment of the Articles of Incorporation

Proposition No.3: Election of Twelve Directors

Proposition No.4: Election of Three Corporate Auditor

Proposition No.5: Issuing Bonuses to the Company's Directors

Proposition No.6: Issuing New Share Acquisition Rights in the Form of Stock Options to the Company's Directors

Proposition No.7: Issuing New Share Acquisition Rights in the Form of Stock Options Scheme for a Stock-Linked Compensation Plan to the Company's Directors

* * *

If you attend the Meeting in person, please submit the enclosed form of Proxy Card to the receptionists at the Meeting.

If any of the items included in the following Reference Document for the Meeting and the attached Reports for the 141st Fiscal Year require amendment up to and including the day before the Meeting, the amended items will be posted on our web site on the Internet (<http://www.sumitomocorp.co.jp>).

REFERENCE DOCUMENT FOR THE GENERAL MEETING OF SHAREHOLDERS

Propositions to be Voted on and Reference Matters Relating thereto

Proposition No.1: Distribution of Retained Earnings as Cash Dividends

It is our basic dividend policy to meet shareholders' expectations by ensuring long-term stable dividends, reflecting consolidated financial results. Under this policy, we would like to propose that the year-end dividends for the 141st Fiscal Year be paid to the shareholders as set forth below.

(1) Kind of dividend assets

Cash

(2) Matters related to the allotment of dividend assets to shareholders and total amount thereof

15 yen per common share of the Company Total Amount: 18,750,398,190 yen.

Annual dividends for the 141st Fiscal Year will be 34 yen per share, which is the sum of the amount of the interim dividends (19 yen per share) and the amount of the said year-end dividends (15 yen per share).

(3) Effective date of distribution of retained earnings

June 22, 2009

* * *

Proposition No. 2: Partial Amendment of the Articles of Incorporation

Subsequent to the enforcement of the Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlement for Trade of Stocks and Other Securities (Law No. 88 of 2004) (hereinafter the “Settlement Streamlining Law”), effective as of January 5, 2009, provisions of the Company’s Articles of Incorporation pertaining to the issuance of share certificates are assumed to have been nullified. Accordingly, this proposition calls for the partial amendment of the Articles of Incorporation as indicated below.

Provisions concerning share certificates, actual shareholders, and the list of actual shareholders, which have been rendered unnecessary, will be deleted; changes in related terminology will be made (Articles 7, 9, 10, 11, and 33 of the current Articles of Incorporation); and the numeration of the articles will be adjusted as made necessary by the deletions. As an interim measure, the Registrar of Shareholders will be entrusted with duties relating to the register of lost share certificates for a period of one year counting from the day following the enforcement of the Settlement Streamlining Law. This matter shall be provided for in the Supplementary Provisions.

The specific amendments to be made are as follows (amended portions are underlined).

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 7. ISSUANCE OF SHARE CERTIFICATES</u> <u>The Corporation shall issue share certificates representing the corresponding shares.</u></p>	<p>(Deleted)</p>
<p>Article <u>8</u>. (Text omitted)</p>	<p>Article <u>7</u>. (Text unchanged)</p>
<p>Article <u>9</u>. <u>NUMBER OF SHARES IN A VOTING UNIT AND NON-ISSUANCE OF SHARE CERTIFICATES REPRESENTING LESS THAN A FULL VOTING UNIT</u> <u>(1) The number of shares in one voting unit shall be one hundred (100) shares.</u> <u>(2) Notwithstanding the provisions of Article 7, the Corporation shall not issue share certificates representing less than a full voting unit, unless otherwise provided by the Share</u></p>	<p>Article <u>8</u>. NUMBER OF SHARES IN A VOTING UNIT The number of shares in one voting unit shall be one hundred (100) shares. (Paragraph 2 deleted)</p>

<p><u>Handling Rules.</u></p>	
<p>Article <u>10</u>. SALE AND DELIVERY OF SHARES TO A FULL VOTING UNIT Shareholders of the Corporation (<u>as used herein, this term includes actual shareholders</u>) may, in accordance with the provisions of the Share Handling Rules, request the sale and delivery of shares needed to constitute a full voting unit when combined with the number of shares which do not constitute a full voting unit already held by such shareholder; provided, however, that the foregoing provision shall not apply when the Corporation does not hold the number of shares of treasury stock requested.</p>	<p>Article <u>9</u>. SALE AND DELIVERY OF SHARES TO A FULL VOTING UNIT Shareholders of the Corporation may, in accordance with the provisions of the Share Handling Rules, request the sale and delivery of shares needed to constitute a full voting unit when combined with the number of shares which do not constitute a full voting unit already held by such shareholder; provided, however, that the foregoing provision shall not apply when the Corporation does not hold the number of shares of treasury stock requested.</p>
<p>Article <u>11</u>. REGISTRAR OF SHAREHOLDERS (1) The Corporation shall have a Registrar of Shareholders. (2) The Registrar of Shareholders and its place of business shall be decided by resolution of the Board of Directors, and shall be publicly noticed. (3) The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Corporation's register of shareholders (<u>as used herein, references to the register of shareholders include the list of actual shareholders</u>), the register of stock acquisition rights <u>and the register of lost share certificates</u>, as well as other duties relating to the register of shareholders, the register of stock acquisition rights, <u>and the register of lost share certificates</u>. The Corporation shall not handle such matters at its place of business.</p>	<p>Article <u>10</u>. REGISTRAR OF SHAREHOLDERS (1) The Corporation shall have a Registrar of Shareholders. (2) The Registrar of Shareholders and its place of business shall be decided by resolution of the Board of Directors, and shall be publicly noticed. (3) The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Corporation's register of shareholders <u>and</u> the register of stock acquisition rights, as well as other duties relating to the register of shareholders <u>and</u> the register of stock acquisition rights. The Corporation shall not handle such matters at its place of business.</p>
<p>Articles <u>12</u> – <u>32</u> (Text omitted)</p>	<p>Articles <u>11</u> – <u>31</u> (Text unchanged)</p>
<p>Article <u>33</u>. DISTRIBUTION OF RETAINED EARNINGS (1) The Corporation may, by resolution of the</p>	<p>Article <u>32</u>. DISTRIBUTION OF RETAINED EARNINGS (1) The Corporation may, by resolution of the</p>

<p>general meeting of shareholders, pay year-end dividends to its shareholders or registered pledgees of shares who are <u>listed or</u> recorded on the register of shareholders as of March 31 of the applicable fiscal year.</p> <p>(2) In addition to the preceding paragraph, the Corporation may, by resolution of the Board of Directors, pay interim dividends to its shareholders or registered pledgees of shares who are <u>listed or</u> recorded on the register of shareholders as of September 30 of the applicable fiscal year.</p>	<p>general meeting of shareholders, pay year-end dividends to its shareholders or registered pledgees of shares who are recorded on the register of shareholders as of March 31 of the applicable fiscal year.</p> <p>(2) In addition to the preceding paragraph, the Corporation may, by resolution of the Board of Directors, pay interim dividends to its shareholders or registered pledgees of shares who are recorded on the register of shareholders as of September 30 of the applicable fiscal year.</p>
<p>Article <u>34</u>. (Text omitted)</p>	<p>Article <u>33</u>. (Text unchanged)</p>
<p>(Newly added)</p>	<p><u>Supplementary Provisions</u></p> <p><u>Article 1.</u> <u>The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Corporation's register of lost share certificates, as well as other duties relating to the register of lost share certificates. The Corporation shall not handle such matters.</u></p> <p><u>Article 2.</u> <u>The provisions of this and the preceding article shall remain valid through January 5, 2010. Both this and the preceding article shall be deleted on January 6, 2010.</u></p>

Proposition No. 3: Election of Twelve Directors

The term of all of the twelve incumbent Directors will expire as of the close of the Meeting. Accordingly, this proposition calls for the election of twelve Directors.

The candidates for Directors are as follows.

Candidate No. 1

Motoyuki Oka Born September 15, 1943

Brief outline of career, and positions and responsibilities while serving as Director:

April 1966 Entered the Company
June 1994 Director
April 1998 Managing Director
April 2001 Senior Managing Director
June 2001 President and CEO
June 2007 Chairman of the Board of Directors (present position)

Shares owned in the Company: 113,600 shares

Candidate No. 2

Susumu Kato Born May 21, 1947

Brief outline of career, and positions and responsibilities while serving as Director:

April 1970 Entered the Company
June 2000 Director
April 2003 Director & Managing Executive Officer
April 2005 Director & Senior Managing Executive Officer
June 2005 Senior Managing Executive Officer
April 2007 Executive Vice President
June 2007 President & CEO (present position)

Shares owned in the Company: 39,600 shares

Candidate No. 3

Kazuo Ohmori Born November 11, 1948

Brief outline of career, and positions and responsibilities while serving as Director:

April 1971 Entered the Company
April 2003 Executive Officer
April 2005 Managing Executive Officer
June 2006 Director & Managing Executive Officer
April 2007 Director & Senior Managing Executive Officer (General Manager of Transportation and Construction Systems Business Unit)
April 2009 Director & Executive Vice President (General Manager of Transportation and Construction Systems Business Unit) (present position)

Shares owned in the Company: 30,000 shares

Candidate No. 4

Shunichi Arai Born September 29, 1949

Brief outline of career, and positions and responsibilities while serving as Director:

April 1973 Entered the Company
April 2003 Executive Officer
April 2005 Managing Executive Officer
April 2008 Senior Managing Executive Officer (General Manager of Metal Products Business Unit)
June 2008 Director & Senior Managing Executive Officer (General Manager of Metal Products Business Unit) (present position)

Shares owned in the Company: 25,200 shares

Candidate No. 5

Takahiro Moriyama Born December 1, 1948

Brief outline of career, and positions and responsibilities while serving as Director:

April 1973 Entered the Company

April 2004 Executive Officer
April 2007 Managing Executive Officer
June 2007 Director & Managing Executive Officer (General Manager of Infrastructure Business Unit)
April 2009 Director & Senior Managing Executive Officer (General Manager of Infrastructure Business Unit) (present position)

Shares owned in the Company: 19,300 shares

Candidate No. 6

Takashi Kano Born May 19, 1950

Brief outline of career, and positions and responsibilities while serving as Director:

April 1975 Entered the Company
April 2005 Executive Officer
April 2007 Managing Executive Officer
June 2007 Director & Managing Executive Officer (General Manager of General Products & Real Estate Business Unit)
April 2009 Director & Senior Managing Executive Officer (General Manager of Corporate Planning & Coordination Group) (present position)

Shares owned in the Company: 21,700 shares

Candidate No. 7

Yoshio Osawa Born January 22, 1952

Brief outline of career, and positions and responsibilities while serving as Director:

April 1975 Entered the Company
April 2005 Executive Officer
April 2008 Managing Executive Officer (General Manager of Media, Network & Lifestyle Retail Business Unit)
June 2008 Director & Managing Executive Officer (General Manager of Media, Network & Lifestyle Retail Business Unit) (present position)

Shares owned in the Company: 10,500 shares

Candidate No. 8

Nobuo Kitagawa Born April 8, 1948

Brief outline of career, and positions and responsibilities while serving as Director:

April 1972 Entered the Company
April 2004 Executive Officer (General Manager of Chemical Business Unit)
June 2004 Director & Executive Officer (General Manager of Chemical Business Unit)
April 2005 Director & Managing Executive Officer (General Manager of Chemical Business Unit)
April 2006 Director & Managing Executive Officer (General Manager for China, Sumitomo Corporation China Group CEO, General Manager of Beijing Office, President of Sumitomo Corporation (China) Holding Ltd.)
June 2006 Managing Executive Officer (General Manager for China, Sumitomo Corporation China Group CEO, General Manager of Beijing Office, President of Sumitomo Corporation (China) Holding Ltd.)
September 2006 Managing Executive Officer (General Manager for China, Sumitomo Corporation China Group CEO, General Manager of Beijing Office, President of Sumitomo Corporation (China) Holding Ltd., President of Sumitomo Corporation (China) Ltd.)
April 2008 Senior Managing Executive Officer (General Manager for China, Sumitomo Corporation China Group CEO, General Manager of Beijing Office, President of Sumitomo Corporation (China) Holding Ltd., President of Sumitomo Corporation (China) Ltd.)
June 2008 Senior Managing Executive Officer (General Manager for China, Sumitomo Corporation China Group CEO, General Manager of Beijing Office, President of Sumitomo Corporation (China) Holding Ltd., Chairman of the Board of Sumitomo Corporation (China) Ltd.)
April 2009 Senior Managing Executive Officer (General Manager of General Products & Real Estate Business Unit) (present position)

(Representative position in other corporations: Chairman of the Board of Sumitomo Corporation (China) Ltd.)

Shares owned in the Company: 23,200 shares

Candidate No. 9

Toyosaku Hamada Born July 5, 1951

Brief outline of career, and positions and responsibilities while serving as Director:

April 1974 Entered the Company
July 1999 General Manager of Planning & Coordination Dept.
Thereafter General Manager of Corporate Planning & Coordination Dept.
 Corporate Officer (General Manager of Corporate Finance Dept.)
April 2003 Executive Officer (General Manager of Corporate Finance Dept.)
April 2004 Executive Officer (General Manager of Financial Resources Management Group)
April 2006 Managing Executive Officer (General Manager of Financial Resources
 Management Group)
April 2009 Senior Managing Executive Officer (CFO, General Manager of Financial Resources
 Management Group) (present position)

Shares owned in the Company: 16,500 shares

Candidate No. 10

Kuniharu Nakamura Born August 28, 1950

Brief outline of career, and positions and responsibilities while serving as Director:

April 1974 Entered the Company
January General Manager of Motor Vehicle Dept. No. 1
1998
Thereafter General Manager of Motor Vehicle Dept. No. 3
 General Manager of Motor Vehicle Planning Dept. & Motor Vehicle Dept. No. 3
 Corporate Officer (General Manager of Planning & Administration Dept.,
 Transportation and Construction Systems Business Unit)
April 2005 Executive Officer (General Manager of Corporate Planning & Coordination Dept.)
April 2007 Managing Executive Officer (General Manager of Corporate Planning &
 Coordination Dept.)
April 2008 Managing Executive Officer (General Manager of Corporate Planning &

Coordination Group)

April 2009 Senior Managing Executive Officer (General Manager of Mineral Resources, Energy, Chemical & Electronics Business Unit) (present position)

Shares owned in the Company: 24,100 shares

Candidate No. 11

Takuro Kawahara

Born July 10, 1951

Brief outline of career, and positions and responsibilities while serving as Director:

April 1975 Entered the Company

April 1999 General Manager of Legal Dept.

Thereafter Corporate Officer (General Manager of Legal Dept.)

April 2005 Executive Officer (General Manager of Legal Dept.)

April 2006 Executive Officer (Responsible for Internal Auditing Dept.; Assistant General Manager of Corporate Planning & Coordination Office [responsible for legal affairs])

April 2008 Managing Executive Officer (General Manager of Human Resources, General Affairs & Legal Group) (present position)

Shares owned in the Company: 13,800 shares

Candidate No. 12

Yasuyuki Abe

Born April 17, 1952

Brief outline of career, and positions and responsibilities while serving as Director:

April 1977 Entered the Company

March Assistant to the General Manager of Network Division
2002

April 2002 Corporate Officer (Assistant to Network Division)
Adviser to Sumisho Electronics Co., Ltd.

June 2002 Retired from the Company; President & Representative Director of Sumisho Electronics Co., Ltd.

June 2004 President & Representative Director of Sumisho Electronics Co., Ltd.
Director of Sumisho Computer Systems Corporation

April 2005 Director of Sumisho Electronics Co., Ltd.*
President, CEO and Representative Director of Sumisho Computer Systems Corporation (present position)

* Thereafter, Sumisho Computer Systems Corporation and Sumisho Electronics Co., Ltd. were merged, with Sumisho Computer Systems Corporation as the surviving company in August 2005. Mr. Abe is continuingly taking position of the President, CEO and Representative Director of Sumisho Computer Systems Corporation.

(Representative position in other corporations: President and Representative Director of Sumisho Computer Systems Corporation)

Shares owned in the Company: 15,703 shares

(Note)

Candidate Yasuyuki Abe is currently the Representative Director of Sumisho Computer Systems Corporation, a subsidiary of the Company. However, he is scheduled to retire from his position as Director of Sumisho Computer Systems Corporation as of the close of the general meeting of shareholders of Sumisho Computer Systems Corporation to be held on June 25, 2009.

The Company rents office space to Sumisho Computer Systems Corporation, and the Company and Sumisho Computer Systems Corporation are engaged in transactions related to data processing services and software development.

None of the other above candidates has any special conflict of interest with the Company.

Proposition No. 4: Election of Three Corporate Auditors

Of the Company's five incumbent Corporate Auditors, Messrs. Shigemi Hiranuma, Itsuo Sonobe and Akio Harada will retire at the close of the Meeting. Accordingly, this proposition calls for the election of three Corporate Auditors.

The candidates for Corporate Auditors are as follows.

The Board of Corporate Auditors has given its consent with regard to the submission of this

proposition.

Candidate No. 1

Kenzo Okubo Born April 8, 1944

Brief outline of career, and positions and responsibilities while serving as Auditor:

April 1968 Entered the Company
June 1997 Director
April 2002 Managing Director
April 2003 Director & Managing Executive Officer
June 2003 Managing Executive Officer
April 2004 Senior Managing Executive Officer
April 2005 Executive Vice President (General Manager of Metal Products Business Unit)
June 2005 Director & Executive Vice President (Managing Director of Metal Products Business Unit)
April 2008 Director & Assistant to President and CEO
June 2008 Special Adviser (present position)

Shares owned in the Company: 64,454 shares

Candidate No. 2

Akio Harada Born November 3, 1939

Brief outline of career, and positions and responsibilities while serving as Auditor:

April 1965 Public Prosecutor
April 1992 Chief Public Prosecutor of the Morioka District Public Prosecutor's Office
September Public Prosecutor of the Supreme Prosecutor's Office
1993
December Director-General of the Secretariat of the Ministry of Justice
1993
January Director-General of the Criminal Affairs Bureau of the Ministry of Justice
1996
June 1998 Administrative Vice-Minister of Justice

December 1999	Superintending Prosecutor of the Tokyo High Public Prosecutor's Office
July 2001	Prosecutor General (Retired June 2004)
October 2004	Attorney at Law (present position)
May 2005	Corporate Auditor of Samantha Thavasa Japan Limited
June 2005	Corporate Auditor of the Company (present position) Corporate Auditor of Shiseido Co., Ltd. (present position) Director of SEIKO HOLDINGS CORPORATION (present position)
June 2006	Director of Mitsubishi UFJ Financial Group, Inc. (present position)

Shares owned in the Company: 4,800 shares

Candidate No. 3

Mutsuo Nitta Born February 9, 1942

Brief outline of career, and positions and responsibilities while serving as Auditor:

April 1966	Assistant Judge
April 1976	Judge
February 1988	Chief of the Secretary Division and Public Information Division of the General Secretariat of the Supreme Court
July 1991	Director of the Financial Bureau of the General Secretariat of the Supreme Court
March 1997	Director of the Kofu District Court and Kofu Family Court
April 1999	Chief Judge of the Tokyo High Court (Division Supervisor)
April 2001	Director of the Yokohama District Court
June 2002	President of the Sapporo High Court
December 2004	President of the Tokyo High Court (Retired in February 2007)
April 2007	Attorney at Law (present position)
October 2007	Member of Public Safety Commission of Tokyo Metropolitan Area (present position)
November 2007	Chairman of the Discipline Committee of Tokyo Stock Exchange Regulation (present position)
April 2008	Visiting Professor of Meiji University Law School (present position)

Shares owned in the Company: none

(Notes)

1. None of the above candidates has any special conflict of interest with the Company.
2. The candidates Messrs. Akio Harada and Mutsuo Nitta satisfy the requirements for Outside Corporate Auditor as prescribed under Article 2, Section 3, Clause 8 of the Enforcement Regulations promulgated under the Company Law.
3. Reasons for nominating Messrs. Akio Harada and Mutsuo Nitta as candidates and for judging that they will be able to perform their duties properly as Outside Corporate Auditors are as follows.

The Company proposes that Messrs. Akio Harada and Mutsuo Nitta be elected as Outside Corporate Auditors because, judging from high levels of expertise and abundant experience accumulated in their long careers as legal professionals, they are well-qualified to serve as Corporate Auditors and both candidates can be expected to perform their duties properly as Outside Corporate Auditors.

4. The terms of office of Mr. Akio Harada as Outside Corporate Auditor of the Company will be for a period of four years as of the close of the Meeting.
5. Agreement with Outside Corporate Auditors with respect to limitation of liabilities

The Company has previously entered into an agreement with Mr. Akio Harada limiting his liabilities prescribed in Article 423, Section 1 of the Company Law, and has specified his liability limitation when acting in good faith and without gross negligence to either 10 million yen or the minimum liability amount prescribed under Article 425, Section 1 of the Company Law, whichever is higher. If this proposal is approved, the Company plans to extend the duration of the agreement limiting his liabilities, and furthermore, plans to execute a similar agreement with Mr. Mutsuo Nitta.

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Proposition No.5: Issuing Bonuses to the Company's Directors

The Company proposes that bonuses in the aggregate amount of ¥405 million be paid to 12 Directors serving at the end of the 141st Fiscal Year, taking into account the Company's consolidated operating results, the degree to which profit targets were achieved, and other factors.

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Proposition No.6: Issuing New Share Acquisition Rights in the Form of Stock Options to the Company's Directors

The Company requests approval to issue new share acquisition rights in the form of stock options to the Directors up to an annual limit of 23 million yen so as to increase the motivation and morale of the Directors and to further expand our profit base and strengthen our corporate constitution. The amount of this new share acquisition rights in the form of stock options shall be established as remuneration to the Directors separate from the amount of Directors' compensation (up to 75 million yen monthly) approved by the 118th Ordinary General Meeting of Shareholders held on June 27, 1986. The Company will have 12 Directors to whom the new share acquisition rights will be issued, if Proposition No. 3 is approved as proposed. The new share acquisition rights to be issued shall be as set forth below:

1. The New Share Acquisition Rights

(1) Number of shares subject to new share acquisition rights:

The maximum number of shares subject to new share acquisition rights shall be 68,000 of the Company's common shares.

(2) Total number of new share acquisition rights to be issued:

The maximum total number of the new share acquisition rights to be issued shall be 680. (100 common shares for every new share acquisition right to be issued)

(3) The need for payment in consideration of the new share acquisition rights:

The new share acquisition rights shall be issued without consideration.

(4) Value of the assets to be contributed upon exercise of the new share acquisition rights:

The value of the assets to be contributed upon exercise of the new share acquisition rights shall be determined by multiplying the price paid per share that is issued upon the exercise of the new share acquisition rights (hereinafter referred to as "Exercise Price" for the purposes of this Proposition No. 6) by the number of shares subject to such new share acquisition rights. The Exercise Price shall be the price, rounded up to eliminate any fraction of a yen, that is 105% of the average of the closing price for transactions in the Company's common shares on the Tokyo Stock Exchange on each day (excluding days on which there were no transactions) of the month immediately prior to the month in which the new share acquisition rights are

allocated; provided, however, that if the Exercise Price as so calculated would be less than the closing price for transactions of the Company's common shares on the Tokyo Stock Exchange on the day on which the new share acquisition rights are allocated (or the closing price on the day immediately preceding such date, if there were no transactions on such date), the Exercise Price shall be such closing price.

- (5) Term during which the new share acquisition rights can be exercised:

From April 1, 2010 to June 30, 2014

- (6) Conditions on exercise of new share acquisition rights:

(i) A person that has been allocated the new share acquisition rights (hereinafter referred to as the "Grantee" for the purpose of this Proposition No. 6) must be, at the time of exercise thereof, a Director, Executive Officer or Corporate Officer of the Company.

(ii) Transfer, pledge, any other encumbrance or inheritance of the new share acquisition rights shall not be permitted.

- (7) Limitation on the acquisition of the new share acquisition rights by assignment:

Approval of the Board of Directors of the Company shall be required for the acquisition of the new share acquisition rights by assignment.

- (8) Provisions governing the redemption of the new share acquisition rights by the Company:

When the Grantee has become unable to exercise the new acquisition rights due to non-fulfillment of the conditions of (6) (i) above, or for any reason whatsoever, the Company may redeem such new share acquisition rights without compensation.

- (9) Adjustment in the number of shares subject to the new share acquisition rights and the Exercise Price:

(i) If the stock of the Company has been split or consolidated following the issuance of new share acquisition rights, the number of shares subject to the new share acquisition rights stipulated in (1) above and the number of shares of stock per new share acquisition right stipulated in (2) above shall be adjusted using the following formula. However, the relevant adjustment is to be made only for the number of shares subject to new share acquisition rights that have not been exercised at the relevant point in time, rounding down fractions of a share resulting from the adjustment.

NUMBER OF SHARES AFTER ADJUSTMENT = NUMBER OF SHARES BEFORE ADJUSTMENT × SPLIT OR CONSOLIDATION RATIO

(ii) When the Company issues new shares at a price below the market price following the issuance of new share acquisition rights, the Exercise Price stipulated in (4) above shall be adjusted according to the following formula, rounding up fractions of a yen resulting from the adjustment. However, this shall not apply to the issuance of new shares by the Company in cases of the exercise of any new share acquisition rights or public offerings at a fair value.

$$\begin{aligned}
 &\text{Post-adjustment Exercise Price} = \\
 &\quad \text{number of shares newly issued} \\
 &\quad \text{number of shares already issued} + \frac{\text{x price paid per newly issued share}}{\text{share price before new issuance}} \\
 &\text{Pre-adjustment Exercise Price x} \frac{\text{number of shares already issued}}{\text{+ increase in number of shares resulting from new issuance}}
 \end{aligned}$$

Moreover, if the Company implements a stock split or consolidation following the issuance of the new share acquisition rights, the Exercise Price shall be adjusted in proportion to the ratio of the stock split or consolidation, rounding up fractions of a yen resulting from the adjustment.

In addition to the above, if an adjustment of the Exercise Price is necessary, for example, if the Company merges with another company or conducts a spin-off, etc. following the issuance of new share acquisition rights, it shall be appropriately adjusted within reasonable limits.

2. Value of new share acquisition rights as remuneration to the Directors:

The value of new share acquisition rights to be issued to the Directors as remuneration shall be calculated on the basis of the fair value of one share on the day of allocation multiplied by the total number of new share acquisition rights issued to serving Directors on the day of allocation (up to 12 Directors). The fair value of one new share acquisition right on the day of allocation shall be calculated using mathematical formulas commonly used for the calculation of the fair value of new share acquisition rights.

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Proposition No. 7: Issuing New Share Acquisition Rights in the Form of Stock Options Scheme for a Stock-Linked Compensation Plan to the Company's Directors

The Company requests approval to issue new share acquisition rights in the form of stock options for a stock-linked compensation plan to the Directors up to an annual limit of 120 million yen so as to link the Company's performance and stock price more clearly to the remuneration of Directors, as well as to enhance the sharing of value with all of our shareholders. This amount of remuneration shall be established as remuneration to the Directors separate from the amount of Directors' compensation (up to 75 million yen monthly) approved by the 118th Ordinary General Meeting of Shareholders held on June 27, 1986. The Company will have 12 Directors to whom the new share acquisition rights will be issued, if Proposition No. 3 is approved as proposed. The new share acquisition rights to be issued shall be as set forth below.

1. The New Share Acquisition Rights

(1) Number of shares subject to new share acquisition rights:

The maximum number of shares subject to the new share acquisition rights shall be 290,000 of the Company's common shares.

(2) Total number of new share acquisition rights to be issued:

The maximum total number of the new share acquisition rights to be issued shall be 2,900.
(100 common shares for every new share acquisition right to be issued)

(3) The need for payment in consideration of the new share acquisition rights:

The new share acquisition rights shall be issued without consideration.

(4) Value of the assets to be contributed upon exercise of the new share acquisition rights:

The value of the assets to be contributed upon exercise of the new share acquisition rights shall be determined by multiplying the price paid per share that is issued upon the exercise of the new share acquisition rights (hereinafter referred to as "Exercise Price" for the purpose of this Proposition No.7) by the number of shares subject to such new share acquisition rights. The Exercise Price shall be one yen (¥1).

(5) Term during which the new share acquisition rights can be exercised

10 years from the day following the day on which a person that has been allocated the new share acquisition rights (hereinafter referred to as the "Grantees" for the purpose of this Proposition No. 7) becomes neither a Director nor an Executive Officer of the Company.

(6) Conditions on exercise of the new share acquisition rights:

(i) The Grantee may not exercise the new share acquisition rights when any of the circumstances apply:

(a) When the Grantee has been sentenced to imprisonment or severer penalty during his/her term of office.

(b) When the Grantee or his/her heirs have offered to abandon all or part of the new share acquisition rights in writing, the form of which shall be specified by the Company.

(ii) Transfer, pledge or any other encumbrance of the new share acquisition rights shall not be permitted.

(iii) The legal heirs of the Grantee may inherit the new share acquisition rights of the Grantee. Such legal heir may exercise such rights inherited for only six months following the death of the Grantee.

(7) Limitation on the acquisition of the new share acquisition rights by assignment:

Approval of the Board of Directors of the Company shall be required for the acquisition of the new share acquisition rights by way of assignment.

(8) Provisions governing the redemption of the new share acquisition rights by the Company:

When the Grantee has fallen under the conditions of (6) (i) above, or cannot exercise such rights for other reasons, the Company may redeem such new share acquisition rights without compensation.

(9) Adjustment in the number of shares subject to the new share acquisition rights and the Exercise Price

(i) If the stock of the Company has been split or consolidated following the issuance of the new share acquisition rights, the number of shares subject to the new share acquisition rights stipulated in (1) above and the number of shares of stock per new share acquisition right stipulated in (2) above are to be adjusted using the following formula. However, the relevant adjustment is to be made only for the number of shares subject to the new share acquisition rights that have not been exercised at the relevant point in time, rounding down fractions of a share resulting from the adjustment.

NUMBER OF SHARES AFTER ADJUSTMENT = NUMBER OF SHARES BEFORE ADJUSTMENT × SPLIT OR CONSOLIDATION RATIO

(ii) The Exercise Price shall not be adjusted even in case of the Company's issuance of new shares at a price below the market price, or a stock split or consolidation, following the issuance of the new share acquisition rights.

2. Value of new share acquisition rights as remuneration to the Directors:

The value of the new share acquisition rights to be issued to the Directors in the form of stock options for a stock-linked compensation plan shall be an economic value equivalent to the retirement bonus, which was abolished at the close of the 138th Ordinary General Meeting of Shareholders held on June 23, 2006, and the annual limit of such value is set at ¥120 million.

* * *

Guidance Notes on the Exercise of Voting Rights in Writing or by Electronic Means (the Internet etc.)

I. Exercise of Voting Rights in Writing

Please indicate your approval or disapproval of each agenda item on the enclosed form of the Proxy Card and then send it back so that it reaches our Registrar of Shareholders no later than 5:45 P.M. of Thursday, June 18, 2009.

II. Exercise of Voting Rights by Electronic Means (the Internet, etc.)

1. Exercise of Voting Rights through the Internet

- (1) To exercise your voting rights through the Internet, you must use the following voting service website designated by the Company. Please note that you are also able to access and use the website for exercising voting rights through a cellular phone.

Voting service website: <http://www.webdk.net>

*The website can be accessed from mobile phones equipped with a barcode reader by scanning the QR code on the right with the mobile phone.
Please consult your mobile phone's user manual for further instructions.



- (2) To exercise your voting rights through the Internet, please register your approval or disapproval of each proposition, by using the code and password for the exercise of voting rights indicated in the form of Proxy Card enclosed herewith and following the directions on the screen.
- (3) The dial-up access fee to providers, telecommunications fee to telecommunications carriers and other fees for the usage of the website for exercising voting rights shall be borne by the shareholders.
- (4) To exercise your voting rights through the Internet, you will need to have the following systems:
 - (i) Internet access;
 - (ii) Voting via personal computers:
Microsoft® Internet Explorer 5.5 SP2 or greater, or Netscape 6.2 or greater, as Internet browser software, and appropriate hardware to use the required Internet browser software mentioned above;
 - (iii) Voting via mobile phones:
Mobile phones with 128-bit SSL encryption (To ensure the security of your data transmission, the voting website for mobile phones can be accessed only from mobile phones with 128-bit SSL encryption capability. Please note the voting service is not available for mobile phones that do not support 128-bit SSL encryption.).

(Microsoft® is the trademark of Microsoft Corporation, registered in the United States and other countries. Netscape is the trademark of Netscape Communications Corporation, registered in the United States and other countries.)

2. Voting Platform for Institutional Investors

For management and trust banks or other nominee shareholders (including standing proxies), the Electronic Voting Platform operated by Investor Communication Japan, Inc. (ICJ, Inc.) , a joint venture instituted by Tokyo Stock Exchange, Inc., etc. is available as another online voting method for the Meeting, in addition to the method of voting through the Internet as described in 1. above, subject to the prior application for use to ICJ, Inc.

3. The Time Limit for Exercising Voting Rights by Electronic Means (the Internet, etc.)

Although it is acceptable to exercise voting rights through the Internet until 5:45 P.M., Thursday, June 18, 2009, please exercise your voting rights as early as possible to assist us with compiling the results of the voting.

III. Treatment of Voting Rights Exercised Repeatedly

1. If you exercise your voting rights both in writing and through the Internet, etc., we will only accept the exercise of your voting rights through the Internet, etc. as valid.
2. If you exercise your voting rights more than once through the Internet, etc., we will only accept the last exercise of your voting rights as valid.

Please call the following number if you have any questions relating to this guidance.
The Sumitomo Trust and Banking Company, Limited Stock Transfer Agency Department
Exclusive Line: 0120-186-417 (24-hour, toll free)
Request for Change in Address, and Other Inquiries: 0120-176-417 (9:00A.M.-5:00P.M. weekdays, toll free)