

(Translation)

Share Handling Rules of Sumitomo Corporation
(As amended on September 29, 2009 and enforced on September 30, 2009)

Chapter I. General Provisions

Article 1 (Purposes)

Handling of the shares and handling fees for Sumitomo Corporation (hereinafter the “Corporation”) shall be governed by the related laws and regulations, the rules and the manuals for the share transfer system stipulated by Japan Securities Depository Center, Inc. (hereinafter the “Center”), provisions stipulated by account management organizations such as securities companies (hereinafter the “Securities Companies”) and the Articles of Incorporation of the Corporation.

Article 2 (Registrar of Shareholders)

The Corporation’s registry of shareholders shall be maintained and the related duties shall be handled by the following:

Registrar of Shareholders:	5-33, Kitahama 4-chome, Chuo-ku, Osaka The Sumitomo Trust and Banking Company, Limited.
Location of the Office for handling:	3-1, Yaesu 2-chome, Chuo-ku, Tokyo The Sumitomo Trust and Banking Company, Limited. Stock Transfer Agency Department

Chapter II. Registration in the Registry of Shareholders

Article 3 (Registration in the Registry of Shareholders)

- 1) Any change to the entries in the registry of shareholders shall be made according to notifications such as information on all shareholders from the Center (excluding the notification made on individual shareholders (hereinafter “Individual Shareholder Notification”) set forth in Article 154, Paragraph 3, of the Law Concerning Book-entry Transfer of Corporate Bonds, Stocks, etc. (hereinafter the “Transfer Law”)).
- 2) In case otherwise provided for by laws or regulations including the issuance of new shares apart from those in the preceding paragraph, the change to the entries in the registry of shareholders shall be made regardless of the notice given by the Center.
- 3) The registry of shareholders shall be recorded using the characters and symbols specified by the Center.

Chapter III. Reporting Procedure

Article 4 (Report Related to the Entries in the Register of Shareholders)

- 1) Shareholders of the Corporation shall report the Corporation of their names or designations and addresses through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.
- 2) In case of any change to the entries in the preceding paragraph, the same reporting procedure shall apply.

Article 5 (Report of the Place to Receive Notices for Shareholders Residing Outside Japan)

- 1) Shareholders, registered pledgees of shares and their statutory agents residing outside Japan shall either appoint a standing proxy in Japan or designate a place in Japan to receive notices from the Corporation and report the name or designation and address of the standing proxy or the address to receive notices through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.
- 2) In case of any change to or cancellation of the reporting procedure as above, the same reporting procedure shall apply.

Article 6 (Representative of a Corporate Shareholder)

- 1) If a shareholder is a corporation, such a corporation shall provide notification of its one (1) representative through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.
- 2) In case of any change to the representative in the preceding paragraph, the same reporting procedure shall apply.

Article 7 (Representative of Joint Shareholders)

- 1) Shareholders who jointly own shares shall appoint one (1) representative, report the name or designation and address of the representative through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.
- 2) In case of any change to the representative in the preceding paragraph, the same reporting procedure shall apply.

Article 8 (Statutory Agent)

- 1) A legal representative such as a person with parental authority or a guardian shall report the Corporation of its name or designation and address through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.
- 2) In case of any change to or cancellation of the legal status thereof, the same reporting procedure shall apply.

Article 9 (Method for Confirmation via the Center)

In case a report by a shareholder is submitted to the Corporation through the Securities Companies and the Center, such report shall be deemed to have been submitted by the shareholder himself/herself.

Chapter IV. Name Identification of Shareholders

Article 10 (Name Identification of Shareholders)

- 1) In case shareholders (including individual shareholders for whom Individual Shareholder Notification was done) exercise shareholders' rights such as requests (hereinafter the "Requests"), a document proving that such Requests are prepared and submitted by the shareholders themselves (hereinafter the "Proof of Identification") shall be attached to or provided together with the application for the Requests. Provided, however, that this clause shall not apply if the Corporation can confirm that the Requests are prepared and submitted by the shareholders themselves.
- 2) If the Requests are submitted by shareholders to the Corporation through the Securities Companies and the Center, the Requests shall be deemed to have been submitted by the shareholders themselves and no Proof of Identification is required.
- 3) In case the Requests are prepared and submitted by a proxy, a power of attorney signed or sealed beside a name inscription by the shareholder thereon shall be attached to the application for the Requests, in addition to the procedure in the preceding paragraphs 1) and 2). The power of attorney shall require entries of the name or designation and address of the mandatory proxy.
- 4) In case a curator's or assistant's agreement is required, a document of the proof of such agreement or permission substituting the agreement must be submitted.
- 5) The preceding paragraphs 1) and 2) shall apply *mutatis mutandis* to the proxy.
- 6) The Corporation can reserve the right to address such Requests until it receives Proof of Identification, which the Corporation requires.

Chapter V. Procedures for the Exercise of Shareholders' Rights

Article 11 (Procedure for the Exercise of Minority Shareholders' Rights, etc.)

In case minority shareholders' rights, etc., set forth in Article 147, Paragraph 4, of the Transfer Law are exercised directly to the Corporation, the documents signed or sealed beside a name inscription by the shareholder concerned shall be submitted to the Company after applying for Individual Shareholder Notification .

Article 12 (Method of Requesting the Purchase of Shares Less Than a Full Voting Unit)

A request for the purchase of shares in a number less than a full voting unit (hereinafter the "Shares Less than a Full Voting Unit") shall be made to the Corporation through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.

Article 13 (Determination of the Purchase Price)

- 1) In case of a request in the preceding Article being made, the purchase price per share shall be the last price of the Corporation's stock in trading at the Tokyo Stock Exchange on the day on which the request reaches the Office for handling by the Registrar of Shareholders. Provided, however, that the purchase price per share shall be the first trading price effected on any day subsequent to such day if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.
- 2) The purchase price shall be obtained by multiplying the number of shares to be purchased by the purchase price per share in the preceding paragraph.

Article 14 (Payment of Proceeds for Purchase)

- 1) The Corporation shall pay proceeds for purchase, which is the amount obtained after deducting the fees prescribed in Article 23 from the purchase price calculated in accordance with the preceding Article, to the shareholder who has requested the purchase of Shares Less Than a Full Voting Unit on the fourth (4th) business day from the day immediately subsequent to the day on which the purchase price is determined in accordance with the relevant provisions stipulated by the Center unless otherwise provided for by the Corporation.
- 2) The shareholder requesting the purchase may request that the payment of the proceeds for purchase be made by remittance into a bank account specified thereby or by cash through Japan Post Bank Co., Ltd.

Article 15 (Transfer of Shares Purchased)

The Shares Less Than a Full Voting Unit, for which a request for purchase is made, shall be transferred to the transfer account of the Corporation on the day on which the payment or payment procedure of the proceeds for purchase was completed as per Article 14.

Article 16 (Method of Requesting the Additional Purchase of Shares Less Than a Full Voting Unit)

In case a shareholder who owns Shares Less Than a Full Voting Unit requests the additional purchase of shares (hereinafter the “Request for Additional Purchase”) by requesting that the Corporation sell the number of shares that would constitute a full voting unit together with the shares he/she holds, the Request for Additional Purchase shall be submitted to the Corporation through the Securities Companies and the Center in accordance with the relevant provisions stipulated by the Center.

Article 17 (Effective Date of the Request for Additional Purchase)

A Request for Additional Purchase shall become effective on the day on which it reaches the Office for handling by the Registrar of Shareholders.

Article 18 (Request for Additional Purchase Exceeding the Balance of Treasury Shares)

If the total number of shares for which the Request for Additional Purchase is made on the same day exceeds the number of the treasury shares held by the Corporation, all Requests for Additional Purchase made on such a day shall not become effective.

Article 19 (Determination of the Price of Shares to Be Additionally Purchased)

- 1) The price per share of shares to be additionally purchased shall be the last price of the Corporation’s stock in trading on the Tokyo Stock Exchange on the day on which the relevant Request for Additional Purchase becomes effective. Provided, however, that the purchase price per share of shares to be additionally purchased shall be the first trading price effected on any day subsequent to such day if there is no trading on that day or that day falls on a holiday of the Tokyo Stock Exchange.
- 2) The price of shares to be additionally purchased shall be obtained by multiplying the number of shares subject to the Request for Additional Purchase by the price per share of shares to be additionally purchased in the preceding paragraph.

Article 20 (Transfer of Shares Additionally Purchased)

In accordance with the relevant provisions stipulated by the Center, the Corporation shall apply for a transfer of title with regard to the treasury shares corresponding to the number of shares additionally purchased, for which a Request for Additional Purchase has been made by the shareholder, on the day on which the Corporation has confirmed a remittance by the Shareholders through the Securities Companies of the amount being the sum of the proceeds for additional purchase and the fees prescribed in Article 23 into the bank account designated by the Corporation.

Article 21 (Periods during which Requests for Additional Purchase Are Not Accepted)

- 1) The Corporation will suspend the acceptance of any Requests for Additional Purchase during the period commencing on the 10th business day prior to the dates mentioned below and ending on any of these dates.
 - (1) March 31 of each year
 - (2) September 30 of each year
 - (3) Other dates specified by the Center, such as the day on which shareholders are determined
- 2) Notwithstanding the preceding paragraph, the Corporation may set other periods during which the acceptance of Requests for Additional Purchase is suspended if the Corporation deems it necessary.

Chapter VI. Exception Regarding Special Accounts

Article 22 (Exception Regarding Special Accounts)

The handling of special accounts [*tokubetsu koza*], including the name identification of shareholders whose special accounts have been opened by the Corporation, shall be governed by the relevant provisions stipulated by the Center, as well as those by account management organizations for special accounts.

Chapter VII. Fees

Article 23 (Fees)

The handling fees pertaining to the request for the purchase of Shares Less Than a Full Voting Unit and the Request for Additional Purchase of Shares Less Than a Full Voting Unit shall be 0.2% of the purchase price stated in Article 13 and 0.2% of the price of shares to be additionally purchased stated in Article 19, respectively.