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**To whom it may concern**

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**Notice Concerning Official Agreement to Repurchase  
1<sup>st</sup> Series Class I Preferred Stock**

As announced on July 27, 2005, Sojitz Holdings Corporation ("Sojitz Holdings") reached an agreement on the basic conditions for the company's repurchase of 1<sup>st</sup> Series Class I Preferred Stock with UFJ Bank, Bank of Tokyo-Mitsubishi, Mitsubishi Trust and Banking Corporation, and Norinchukin Bank. Today, Sojitz Holdings has concluded an official repurchase agreement with those stockholders on the basis of those conditions.

This document is prepared in order to announce facts relating to Sojitz Holdings Corporation's repurchase of 1<sup>st</sup> Series Class I Preferred Stock. This communication is not an offer to sell or a solicitation of any offer to buy the securities of Sojitz Holdings Corporation (the "Company") in Japan, the United States nor any other countries. The securities have not been and will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States absent registration or an exemption from such registration requirement. If any public offering of securities is made in Japan, the United States or any other countries, it will be by means of a prospectus that may be obtained from the Company or any selling security holder that will contain detailed information about the Company and management, as well as financial statements.

## Content of the Official Repurchase Agreement

- 1 Series and class of stock to be repurchased  
1<sup>st</sup> Series Class I Preferred Stock (“Preferred Stock”)
- 2 Repurchase price of the Preferred Stock (“Repurchase Price”)  
2,200 yen per share (110% of 2,000 yen issue price)
- 3 Total repurchase amount (“Total Repurchase Amount”)  
44.0 billion yen (planned) (\*)  
(\*) When the total amount of 2<sup>nd</sup> Series Unsecured Convertible Bonds Guaranteed by Sojitz Corporation to be converted on or before December 22, 2005 (the “Total Conversion Amount”) is less than the Total Repurchase Amount, the Total Repurchase Amount shall be calculated by multiplying the Number of Shares indicated in 4 (\*)below by the Repurchase Price indicated in 2above.
- 4 Total number of shares to be repurchased (“Total Number of Shares”)  
20,000,000 shares (planned) (\*) (76.0% of the total issue amount of the Preferred Stock)  
(\*) When the Total Conversion Amount is less than the Total Repurchase Amount, the Total Number of Shares shall be the aggregate amount of each stockholder’s Number of Shares to be repurchased indicated in 5(\*1) below.
- 5 Stockholders; number of shares to be repurchased (“Number of Shares”), and repurchase amount (“Repurchase Amount”) (\*3)

Stockholders	Number of Shares (planned) (*1)	Repurchase Amount (planned) (*2)
UFJ Bank	15,000,000 shares	33,000,000,000 yen
Bank of Tokyo-Mitsubishi	3,500,000 shares	7,700,000,000 yen
Mitsubishi Trust and Banking Corporation	1,000,000 shares	2,200,000,000 yen
Norinchukin Bank	500,000 shares	1,100,000,000 yen
Total	20,000,000 shares	44,000,000,000 yen

(\*1) When the Total Conversion Amount is less than the Total Repurchase Amount, the Number of Shares shall be calculated by dividing the Total Conversion Amount by the Repurchase Price indicated in 2 above, allocated on a pro-rata basis corresponding to the Number of Shares held by each of the stockholders indicated in the above table, and rounded down to two decimal places to the left of the decimal point.

(\*2) When the Total Conversion Amount is less than the Total Repurchase Amount, the Repurchase Amount shall be calculated by multiplying the Number of Shares of each stockholders calculated according to the above formula in(\*1) above, by the Repurchase Price indicated in 2 above.

(\*3) When any of the remaining stockholders of the Preferred Stock who has not entered into the agreement participates in the official agreement as an additional seller to Sojitz Holdings, the Numbers of Shares and Repurchase Amounts in the items 3, 4 and 5 above shall be adjusted by adding the number of shares to be repurchased and repurchase amount paid to the stockholder.

- 6 Settlement date January 13, 2006

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(Reference)

1. Summary of the establishment of a Stock Repurchase Program for 1<sup>st</sup> Series Class I Preferred Stock approved at the Annual General Meeting of Shareholders held on June 28, 2005

1. Series and class  
1<sup>st</sup> Series Class I Preferred Stock
2. Total number of shares subject to repurchase  
Up to 26,300,000 shares
3. Total repurchase amount  
Up to 60 billion yen
4. Stockholders to whom repurchase is proposed  
UFJ Bank, Mizuho Corporate Bank, Bank of Tokyo-Mitsubishi, Resona Bank, Mitsubishi Trust and Banking Corporation, and Norinchukin Bank
5. Repurchase period  
From the effective date of the capital reduction(July 30, 2005), which was approved at the Annual General Meeting of Shareholders held on June 28 2005, to the date of closing of the next Annual General Meeting of Shareholders expected to be held in June 2006.

2. Summary of 1<sup>st</sup> Series Class I Preferred Stock

1. Total shares outstanding 26,300,000 shares
2. Issue date May 14, 2003
3. Issue price 2,000 yen
4. Total issue amount 52.6 billion yen
5. Initial conversion price 262 yen
6. Conversion period From May 14, 2006 to May 13, 2016
7. Stockholders and number of shares held

Stockholders	Number of shares held
UFJ Bank	15,000,000 shares
Mizuho Corporate Bank	4,500,000 shares
Bank of Tokyo-Mitsubishi	3,500,000 shares
Resona Bank	1,800,000 shares
Mitsubishi Trust and Banking Corporation	1,000,000 shares
Norinchukin Bank	500,000 shares
Total	26,300,000 shares

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