

Three-year Medium-term Management Plan (FY2006 – FY2008)

New Stage 2008



New way, New value

Sojitz Corporation

April 28, 2006



Sojitz Group Statement/ Slogan / Management Vision

Sojitz Group Statement

The Sojitz Group produces new sources of wealth by connecting the world's economies, cultures and people in a spirit of integrity.

Sojitz Group Slogan

New way, New value

Group Management Vision

- To establish a multi-faceted business, which has both top-tier competitiveness and strong earning power in specific industries and markets, by continuously pursuing profitability and growth in core business areas
- To nurture an innovative trading company, by actively responding to environmental changes and market globalization, and continuously developing new business fields through entrepreneurship
- To build a function-oriented trading company, by fully grasping and anticipating various client needs and providing sophisticated, tailor-made services as a client's business partner
- To become a flexible company, open to new ideas, where each employee can pursue challenges and explore opportunities to realize his or her own personal goals and ambitions.

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Disclaimer

Forward-Looking Statements

This document contains forward-looking statements regarding the Company's business plans and initiatives based on information available to management at the time of disclosure. Accordingly, such statements contain inherent risks and uncertainties. Readers are advised that actual results may differ from forward-looking statements due to a wide variety of factors.

I. New Stage 2008 Highlights

Background to New Stage 2008 Medium-term Management Plan

Current Medium-term Management Plan (FY2004 – FY2006)

Financial targets for final year (FY2006, ending March 2007) achieved one year ahead of schedule (FY2005, ended March 2006)

- Recurring profit: ¥75 billion (plan) → ¥78.8 billion (result)
- Net DER: Approximately 3 times (plan) → 2 times (result)

**Formulated New Stage 2008:
new three-year medium-term management plan starting FY2006**

New Stage 2008 Highlights

Realization of Group Management Vision

Growth Strategies

Move to a stage of sustained growth by leveraging Company's strengths to expand functions and business investment

Capital and Financial Strategies

Speed-up reorganization of financial structure by clearing up preferred stock issue, stabilize the funding structure

Risk Management

Manage risk to ensure high-quality portfolio

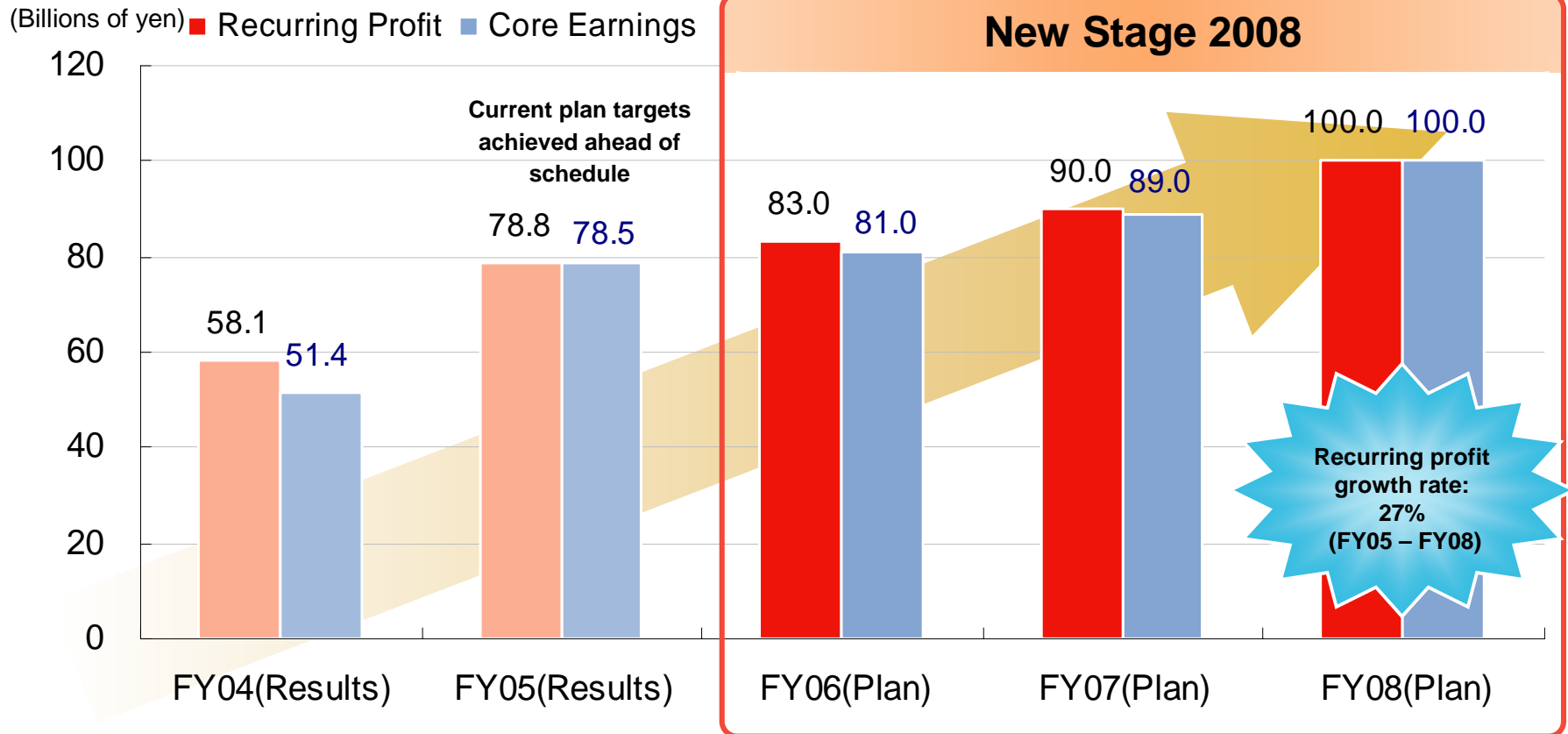
Financial Targets (FY2008)

- Net income: **¥60 billion**
(recurring profit: ¥100 billion)
- Shareholders' equity:
¥500 billion

Financial Targets (1)

Recurring Profit and Core Earnings

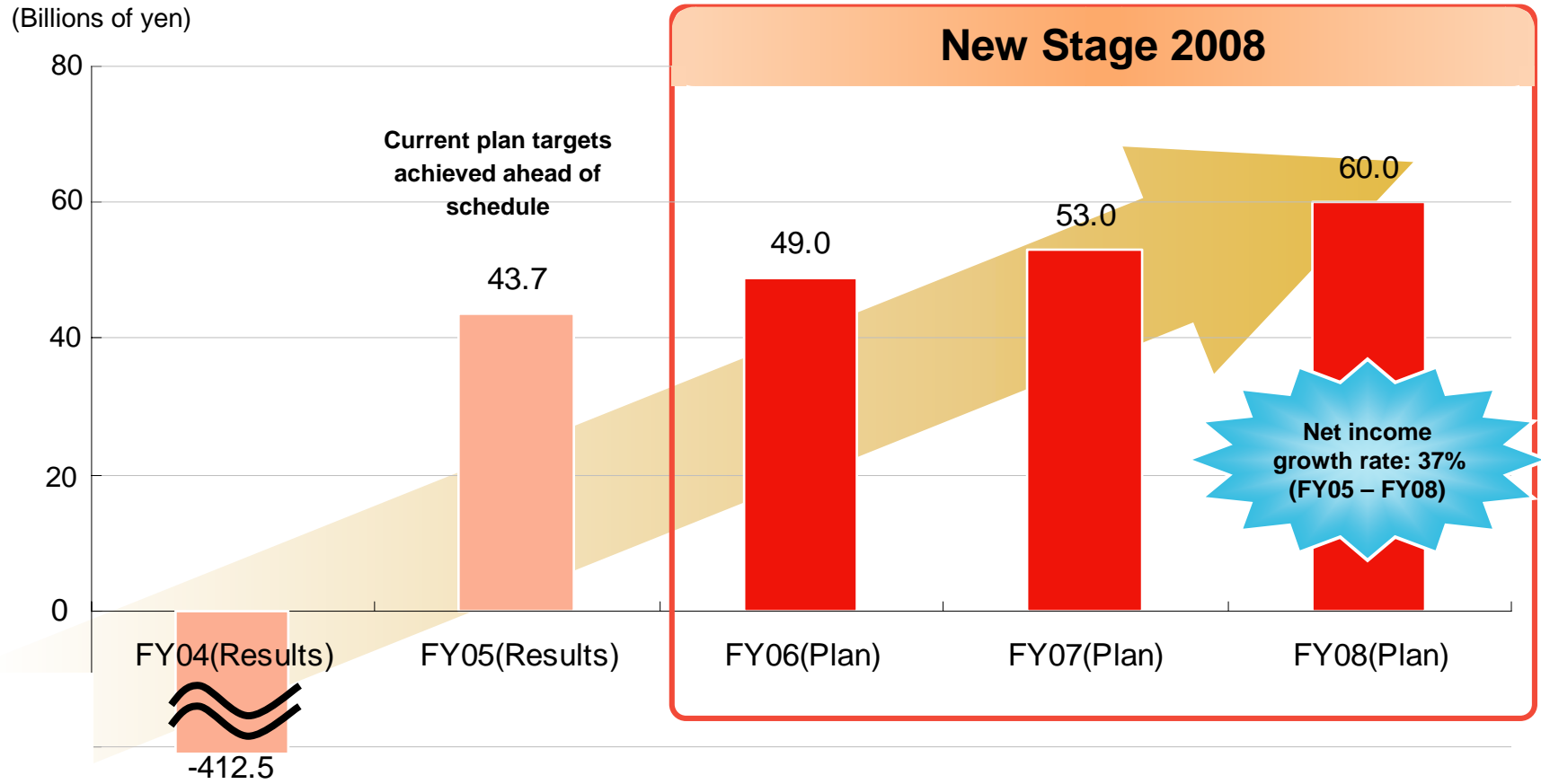
Attain goal of ¥100 billion in recurring profit by steadily strengthening ability to generate earnings



*Core earnings = Operating income (Before allowance for doubtful receivables and write offs) + Interest expenses-net + Dividends received + Equity in earnings of unconsolidated subsidiaries and affiliates

Financial Targets (2) – Net Income

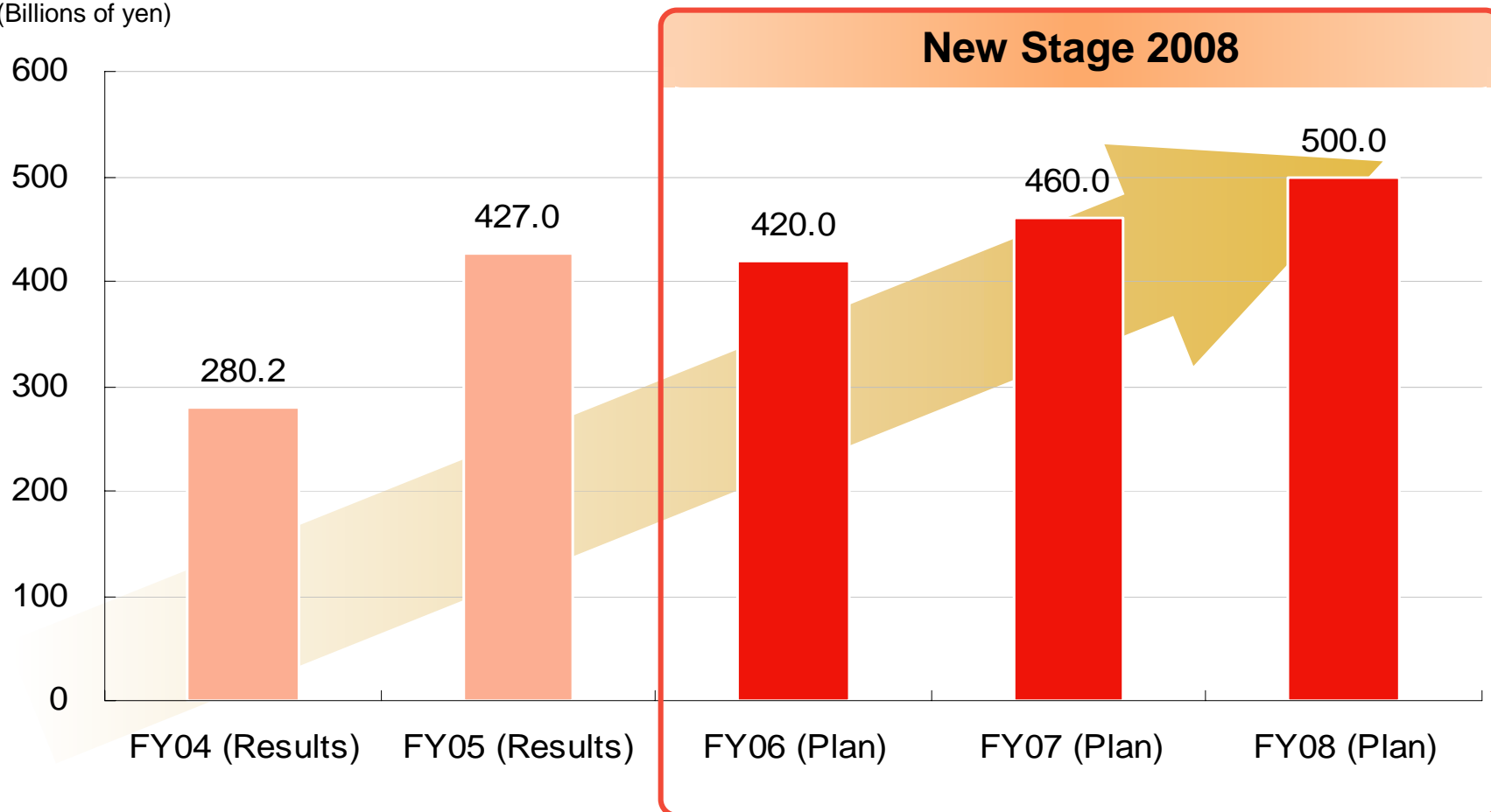
Move to a stage of sustained growth



Financial Targets (3) – Shareholders' Equity

Steadily build-up net income to reinforce shareholders' equity

(Billions of yen)



II. Growth Strategies

Growth Strategies (1)

Move to a stage of sustained growth by leveraging Company's strengths to expand functions and business investment



Regional Strategy

- Objective: Prioritize potential growth markets and regions where Sojitz has competitive advantages (human resources, commercial rights, know-how, etc.) in allocation of management resources.
- Target Countries: China, U.S.A, Vietnam, Thailand, and Russia

Human Resources Strategy

- Human resources portfolio: Efficiently hire and assign new graduates, mid-career personnel and specialists
- Human resources development: Training programs for executive candidate selection, special language training, specialized training for each division, etc.

Establish SCVA-based Management

- Continue with selection and focus initiatives using SCVA (Sojitz's risk/return indicator)
- Maximize shareholder value and build an efficient and sound portfolio through the pursuit of returns commensurate with risk

* SCVA (Sojitz Corporation Value Added) = Net income – (Risk assets X Capital cost ratio)

Growth Strategies (2)

| Type of Growth Strategy | Method of Growth | Main Business Activities (examples) | Recurring profit | | | New investment and loans (total for three years) |
|-------------------------|--|--|------------------|-------------|--------|--|
| | | | FY05 (Result) | FY08 (Plan) | Change | |
| Secure Resources | Raise share of production by increasing investment in commercial rights; boost distribution profit | Oil, gas, LNG coal, ferroalloys, nonferrous metals | 16.7 | 19.0 | +2.3 | 120.0 |
| Value Chain | Strengthen and supplement business functions to expand business reach | Automobiles, fertilizers, chemicals, plastics, apparel, home fashions, woodchips | 22.5 | 34.0 | +11.5 | 50.0 |
| Core Trading | To bolster core earnings streams, strengthen information gathering capabilities and alliances with leading business partners and expand transaction volume by leveraging competitive strengths | General machinery, aircraft, ships, nuclear fuel cycle, electric power generation and plants, steel products, condominiums, commercial property development, lumber, textile raw materials, foods, commodities, ICT, content | 34.6 | 38.0 | +3.4 | 130.0 |
| Corporate and Others | | | 5.0 | 9.0 | +4.0 | - |
| Total | | | 78.8 | 100.0 | +21.2 | 300.0 |

(Billions of yen)

Expand Functions

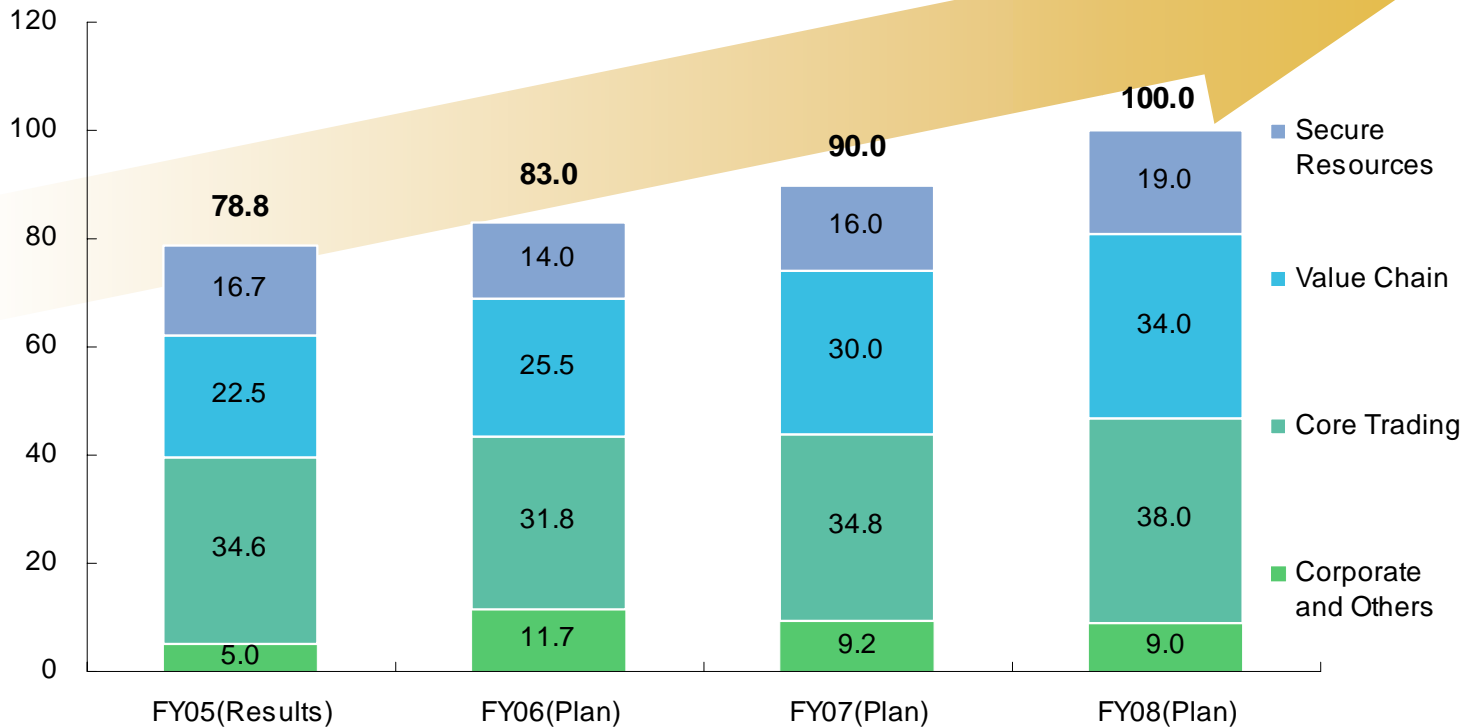
New Investment and Loans

Growth Strategies (3)

Move to a stage of sustained growth

Recurring Profit Trend

(Billions of yen)

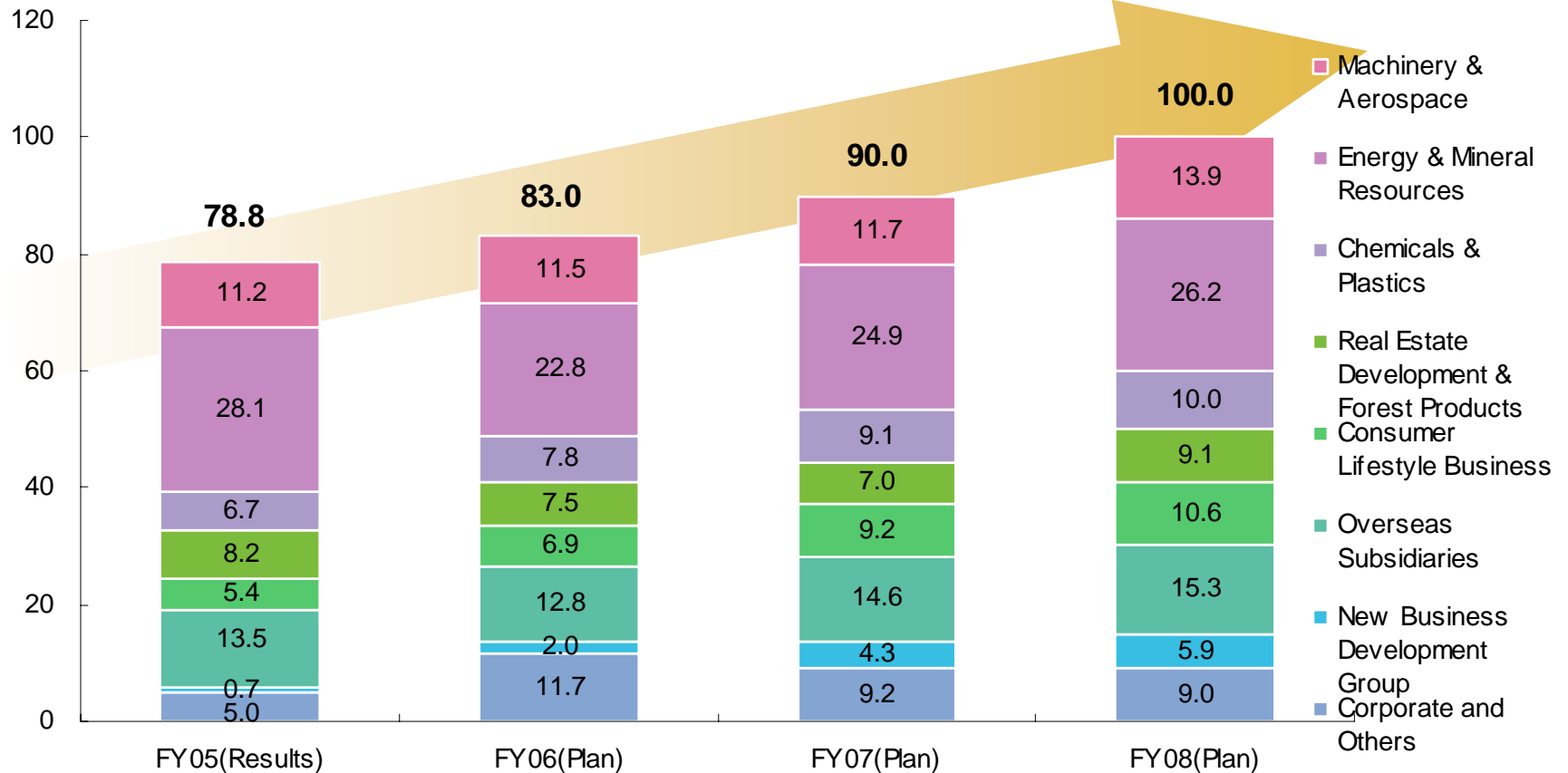


Growth Strategies (4)

Move to a stage of sustained growth

Recurring Profit by Industry Segment

(Billions of yen)

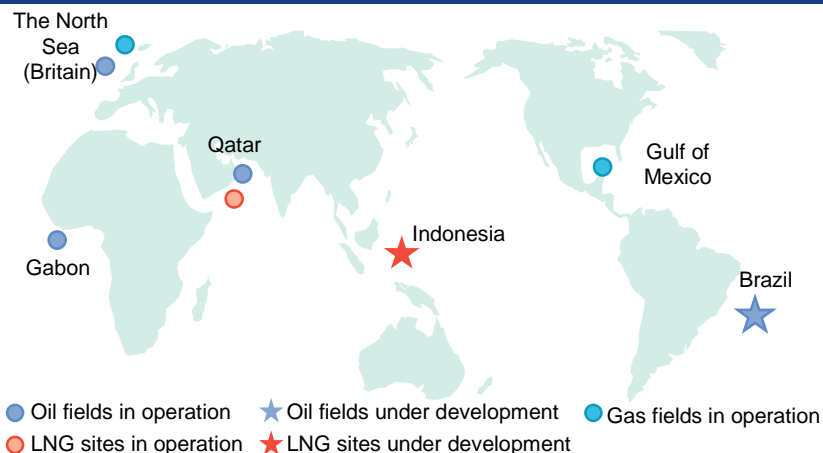


Securing Resources (Example 1) – Oil, Gas and LNG

Utilize Company's information network to build up lucrative upstream interests and increase share of production and earnings

Amid rising global demand for gas, examine investment in large-scale projects

Sojitz's major upstream assets

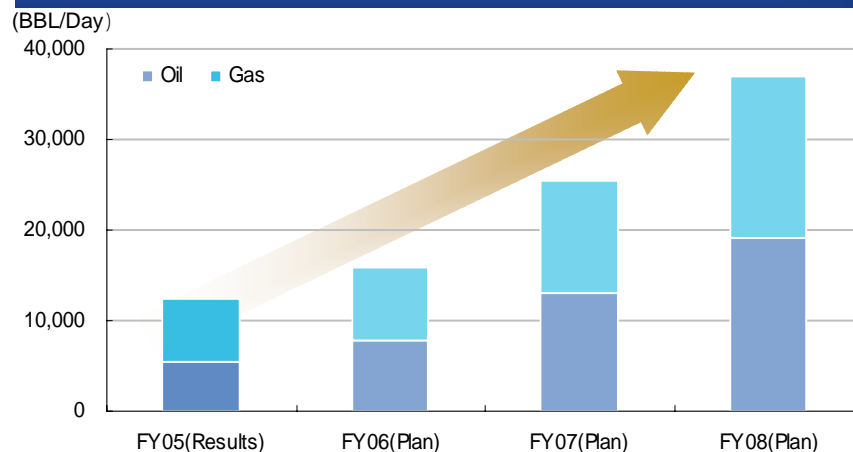


Gulf of Mexico (USA) upstream pipeline gas interests in 28 concessions

- New investment and loans: ¥70 billion (planned)
- Focusing on North Africa, Central and South America and Indonesia, as well as Gulf of Mexico (USA) and the North Sea (Britain)
- Production target: 40,000 BBL/day*

* LNG and gas production: Converted into crude oil equivalent

Share of production



Note: LNG production volume includes gas production volume

Securing Resources (Example 2) – Coal, Ferroalloys and Nonferrous Metals

Expand project investment on strength of close relationships with users and ensure stable growth

Stable global demand for steel raw materials
projected over the medium term

Major mining rights owned by Sojitz



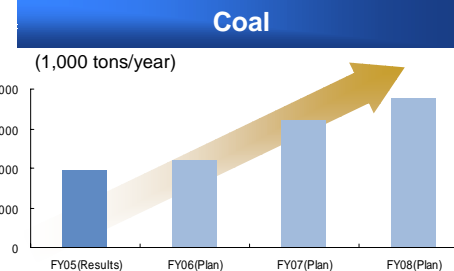
- New investments and loans: ¥50 billion (planned)

- Planned Project investments

Coal: Australia, Russia and other countries;

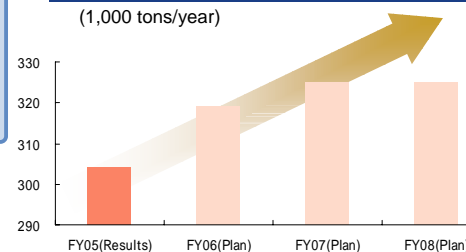
Molybdenum and vanadium: North America, South America, China and other regions

Share of production

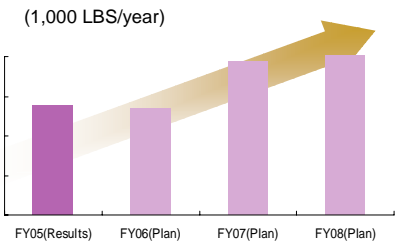


Sojitz is a partner in the Worsley Alumina joint venture

Alumina and Nickel



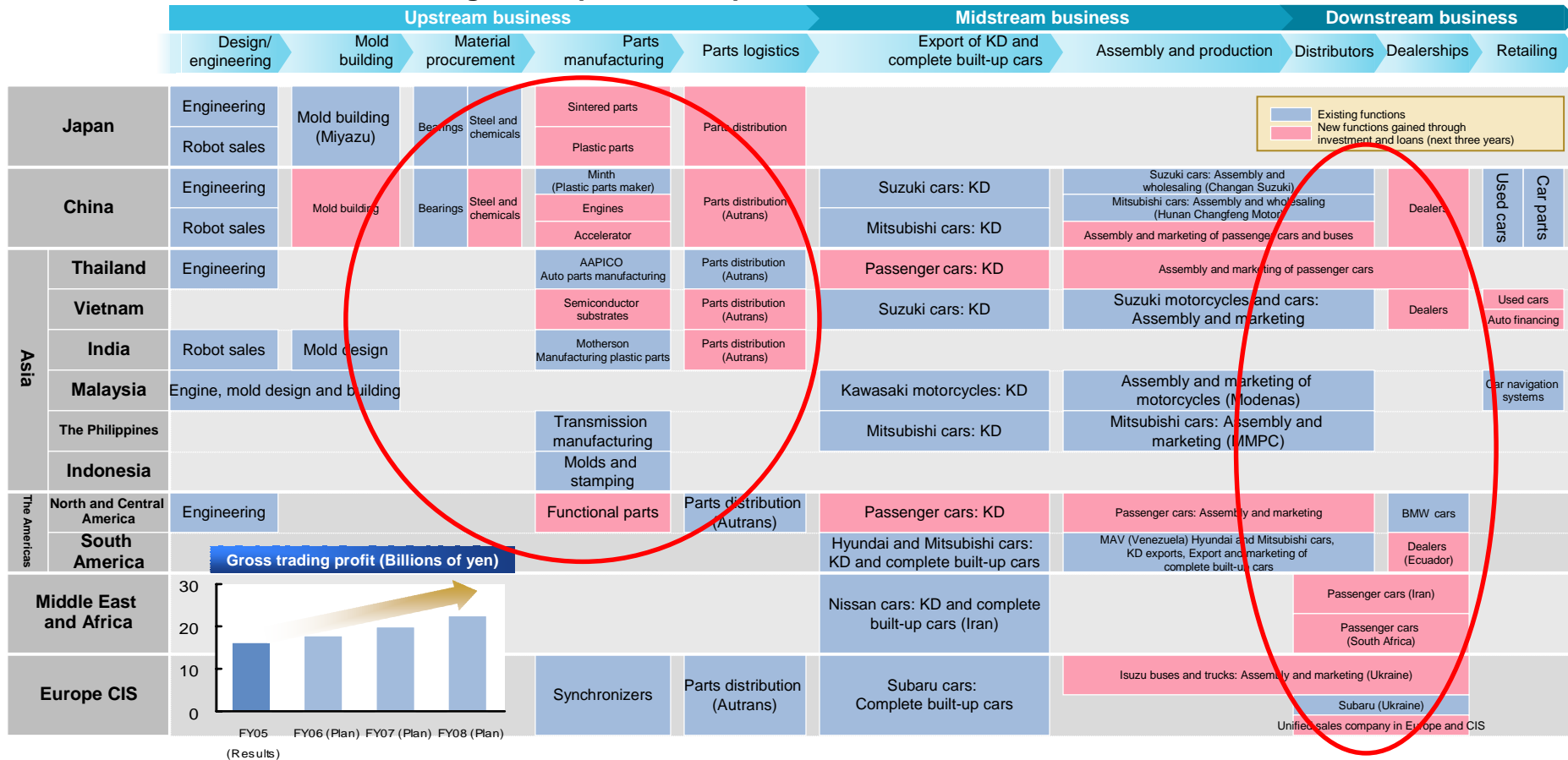
Molybdenum and Vanadium



Value Chain Business (Example 1) – Automobiles

Use investment and loans to strengthen functions and expand business areas to upgrade the automotive value chain

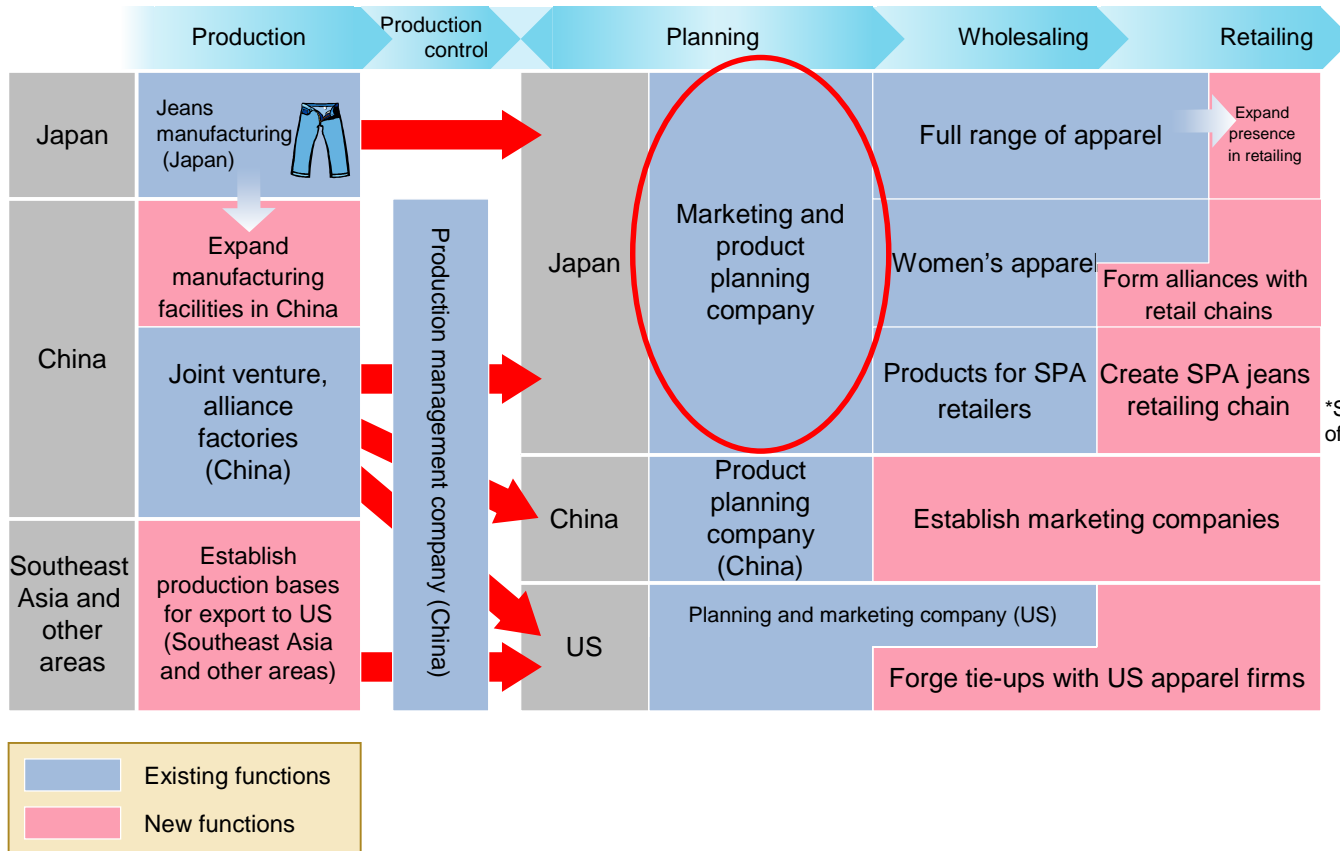
Develop automotive parts business in China and Asia and diversify into assembly and marketing of complete built-up cars in Thailand, Mexico and Ukraine



Value Chain Business (Example 2) –Apparel

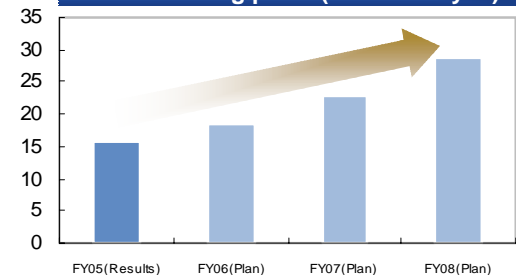
Integrated supply chain management through to retailing

Established marketing and product planning subsidiary (Sojitz Satellite)



*SPA: Specialty store retailers of private label apparel

Gross trading profit (Billions of yen)



Value Chain Business (Example 3) –Chemicals

Deliver sustained sales and profit growth based on solid relationships with leading local and overseas partners

Strategically channel management resources into growth markets: Thailand, Vietnam, China, and India

Use investment to enhance business functions

- Investing aggressively in all phases of operations, upstream to downstream (manufacturing, production bases, marketing networks)
- Organically linking customers, products and markets to extend the value chain

Growth

Core earnings

Products handled (roughly 1,400)

- Organic chemicals**
Toluene, MEK, DIB, Methanol
- Inorganic chemicals, Industrial minerals**
Fluorspar, Bauxite, Industrial salts, Caustic soda
- Specialty chemicals**
Battery materials, semiconductor chemicals, paint raw materials, FPD glass raw materials
- Fine chemicals**
Pharmaceutical and agricultural chemical intermediates, cosmetic raw materials, catalysts

Suppliers (2,400 companies)

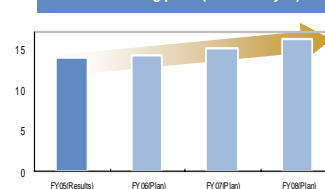
- Maruzen Petrochemical Co., Ltd.
- Kyowa Hakko Chemical Co., Ltd.
- Tokuyama Corporation
- Nippon Shokubai Co., Ltd.
- Daicel Chemical Industries Ltd.
- Mitsubishi Chemical Corporation
- Mitsubishi Gas Chemical Co., Inc.
- Tayca Corp.
- Tosoh Corp.
- Mitsubishi Rayon Co., Ltd.
- Asahi Kasei Chemicals Corp.
- Braskem SA
- FMC Corporation
- Eastman Chemical Company
- Hercules Incorporated

A specialist group capable of anticipating customer needs



- Logistics and warehousing functions
- Financing functions
- Information gathering functions

Gross trading profit (Billions of yen)



Customers (2,200)

- Kansai Paint Co., Ltd.
- CG Ester Corporation
- Toli Co., Ltd.
- Hokuetsu Paper Mills Ltd.
- Arakawa Chemical Industries Co., Ltd.
- Dainichiseika Color and Chemicals Mfg. Co., Ltd.
- Polyplastics Co., Ltd.
- Toyo Ink Mfg. Co., Ltd.
- Tokuyama Corporation
- Asahi Denka Co., Ltd.
- UMG ABS Ltd.
- Fuji Photo Film Co., Ltd.
- Worsley Alumina Pty Ltd.

Core Trading Business (Example 1)

– Commercial Aircraft Business

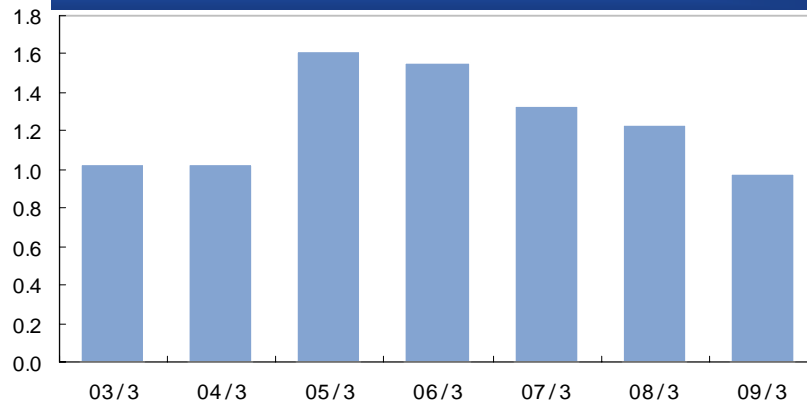
Backed by superior information gathering and proposal development capabilities, Sojitz Group dominates Japan's commercial aircraft market

Order backlog for Boeing aircraft sustained at ¥1 trillion level

- Sole sales consultant in Japan for Boeing commercial aircraft
- Market share in Japan currently exceeds 85%
- Introduced over 600 aircraft in Japan in last 50 years
- Order backlog of roughly 200 aircraft (¥1.6 trillion) as of March 31, 2006.



Order Backlog Trend (trillions of yen)



*Excluding new orders

Sources of Strength

- Ability to provide added value (information gathering and proposal development) to Boeing and Japan's airlines, leveraging experience built up over years in aircraft business.
- Ability to respond flexibly to new aircraft introduction plans of Japan's airlines. (2003 – 2005 Sojitz successfully contracted for around 80 next-generation B787 mid-size jets and about 80 state-of-the-art B737NG small jets.)

Core Trading Business (Example 2) – Retail Property Development Business

Sojitz optimally leverages its trading company functions as a leading developer in the retail property development business

Invest roughly ¥20 billion over three years in central Tokyo projects in response to expected tightening of suburban store planning regulations

PREMIUM OUTLETS* - CHELSEA JAPAN

RINKU PREMIUM OUTLETS



GOTEMBA PREMIUM OUTLETS



Deliver higher returns

Store planning and management

We secure stable rental revenue from quality tenants.

Tenant selection

We are able to attract and select quality tenants by proactively responding to customer needs.

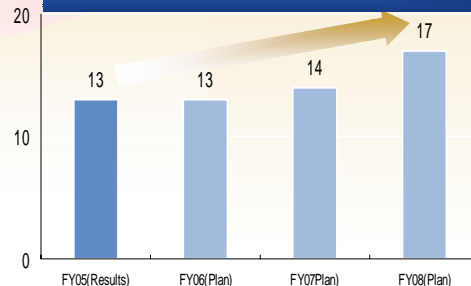
Financing

We have developed a business model that employs sophisticated financing schemes and boasts extremely high investment efficiency.

Site selection

We select project sites with care, drawing on know-how acquired in previous development projects.

Number of projects



MALLAGE SAGA

Future Focus

Alongside conventional large-scale suburban retail property development, we are diversifying into local SC and urban retail property development to accumulate know-how that will support expansion of our business portfolio.

III. Capital and Financial Strategies

Capital Strategy: Reorganize Capital Structure (Clear up Preferred Stock Issues)

Entered into agreement to repurchase preferred stock totaling ¥560.4 billion (issue price) for ¥342.9 billion - ¥354.1 billion (maximum)

Of outstanding balance of preferred stock (¥576.0 billion as of April 28, 2006), we will repurchase a total of ¥560.4 billion with conversion periods commencing May 2008 or after to accelerate financial restructuring.

- By bringing down the significant dilution estimated at this point, total dilution will be dampened, raising the value of Sojitz stock.
- We will accumulate shareholders' equity by reducing the burden of dividends on preferred stock eases.

Procuring funds from external sources through a ¥300 billion convertible bond issue

The expected reduction of shareholders' equity due to repurchase of preferred stock will be minimized by using funds raised through a CB issue, allowing the Company to further increase shareholders' equity during the **New Stage 2008** Medium-term Management Plan period.

Capital Strategy: Speed-up Capital Restructuring (Concrete measures)

Outstanding Preferred Stock (as of March 31, 2006)

| | Outstanding amount(Billions of yen) | Conversion price#1 (yen) | Starting date of conversion period | Latent stock#2 (thousands of shares) | Ratio#3 |
|--|-------------------------------------|--------------------------|------------------------------------|--------------------------------------|---------------|
| 1st Series Class I | 12.6 | 262 | 2006/5/14 | 48,092 | 11.9% |
| 2nd Series Class I | 52.6 | 262 | 2008/5/14 | 200,763 | 49.7% |
| 3rd Series Class I | 52.6 | 262 | 2010/5/14 | 200,763 | 49.7% |
| 4th Series Class I | 52.6 | 262 | 2012/5/14 | 200,763 | 49.7% |
| 1st Series Class II | 52.6 | 262 | 2014/5/14 | 200,763 | 49.7% |
| 1st Series Class IV | 199.5 | TBD | 2024/10/29 | 286,638 | 70.9% |
| 1st Series Class V | 130.5 | TBD | 2019/10/29 | 187,500 | 46.4% |
| 2nd Series Class V | 20.0 | TBD | 2015/10/29 | 28,736 | 7.1% |
| Subtotal | 560.4 | | | 1,305,927 | 323.2% |
| 1st Series Class III | 3.0 | 503 | 2004/5/14 | 5,964 | 1.5% |
| Total preferred stock outstanding | 576.0 | | | 1,359,983 | 336.5% |

Measures for Preferred Stock

- In FY05, we repurchased and cancelled ¥40 billion of preferred stock out of a total ¥52.6 billion (issue price)

April 28, 2006

- Sojitz enters an agreement with holders of preferred stock to repurchase preferred stock totaling ¥560.4 billion by paying ¥342.9 billion to ¥354.1 billion (maximum).
- Decided to submit proposal for reduction of capital and capital reserve to the Annual General Meeting of Shareholders.
- Approved resolution to issue convertible bonds (¥300 billion) through private placement

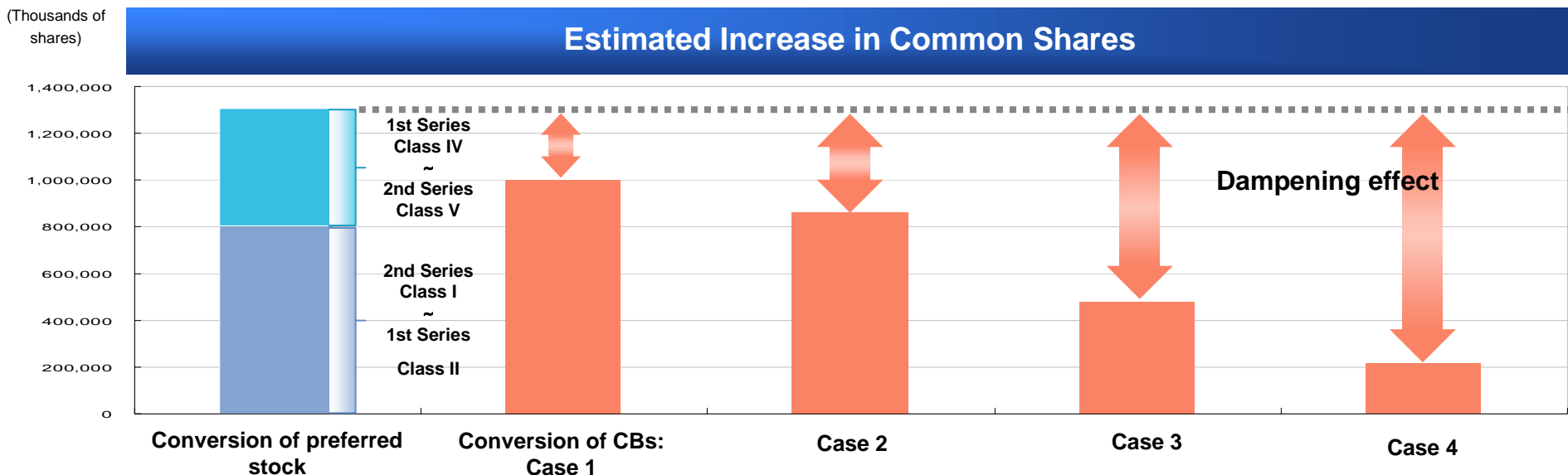
#1: Based on maximum conversion price of ¥262 for 1st Series Class I, 2nd Series Class I, 3rd Series Class I, 4th Series Class I, 1st Series Class II and a conversion price of ¥503 for 1st Series Class III preferred shares.

#2: Based on estimates for conversion of latent stock from 1st Series Class IV, 1st Series Class V, 2nd Series Class V at ¥696, the closing price on March 31, 2006.

#3: Latent stock as a percentage of total outstanding common shares of 404,208 thousand (as of March 31, 2006). (Latent stock/Outstanding sharesX100)

Capital Strategy: Speed-up Capital Restructuring (Dampening the effect of dilution)

- Number of Company's outstanding common shares shall increase to 1,305,927 thousand shares (323% of the common shares outstanding as of March 31, 2006) assuming that all preferred shares with conversion periods commencing May 2008 and after are converted.
- Compared with current estimates, total dilution can be held down by reducing the significant dilution resulting from conversion of CB. This can be achieved by repurchasing preferred stock with funds raised through convertible bonds.



- Conversion of all preferred shares:
 - Increase in the number of shares under the following conditions:
 - 2nd Series Class I – 1st Series Class II: ¥262
 - 1st Series Class IV – 2nd Series Class V: ¥696 (Based on closing price on March 31, 2006)
- CB conversion
 - Issue ¥300 billion of convertible bonds and repurchase and cancel preferred stock. (Assuming the following conversion prices)
 - Increase in the number of common shares at the conversion price of ¥300 (minimum conversion price)
 - Increase in the number of common shares at the conversion price of ¥348 (50% of the closing price of the Company's common stock on March 31, 2006: ¥696)
 - Increase in the number of common shares at the conversion price of ¥626.4 (90% of the closing price of the Company's common stock on March 31, 2006: ¥696)
 - Increase in the number of common shares at the conversion price of ¥1,392 (Double the closing price of the Company's common stock on March 31, 2006: ¥696)

Capital Strategy: Summary of Agreement for Repurchase of Preferred Stock

| Stock to be repurchased | Outstanding amount issued (Billions of yen) | Total repurchase amount (Billions of yen) | Repurchase price (% of outstanding amount) | Number of shares to be repurchased (Thousands of shares) | Seller and number of shares held |
|-------------------------|--|--|---|---|--|
| 2nd Series Class I | 52.6 | 56.8 | 108% | 26,300 | (Same coupon for all series and classes of preferred stock) (Billions of yen/per coupon) Bank of Tokyo-Mitsubishi UFJ 37.0 Mizuho Corporate Bank 9.0 Resona Bank 3.6 Mitsubishi UFJ Trust and Banking Corporation 2.0 Norinchukin Bank 1.0 |
| 3rd Series Class I | 52.6 | 55.8 | 106% | 26,300 | |
| 4th Series Class I | 52.6 | 54.7 | 104% | 26,300 | |
| 1st Series Class II | 52.6 | 53.6 | 102% | 26,300 | |
| 1st Series Class IV | 199.5 | 45.9 | 23% | 19,950 | |
| 1st Series Class V | 130.5 | 56.1 | 43% | 10,875 | Bank of Tokyo-Mitsubishi UFJ 130.5 |
| 2nd Series Class V | 20.0 | 20.0 | 100% | 2,000 | Bank of Tokyo-Mitsubishi UFJ 10.0 Mizuho Corporate Bank 10.0 |
| Subtotal | 560.4 | 342.9 | | | |

The repurchase price shall be raised uniformly by 2% for all preferred shares outstanding and repurchased after October 2007, pushing up the total repurchase amount to a maximum ¥354.1 billion.

Repurchase schedule: March 31, 2007, a day to determined by the Company between April 1, 2007 and the day prior to the June 2007 Annual General Meeting of Shareholders, September 30, 2007 and March 31, 2008.

Total repurchase amount on each of the scheduled repurchase dates: To be determined by the Company based on the conversion amount of CBs in the period from the preceding repurchase date (if first repurchase, from the date of issue of convertible bonds) to the current repurchase date.

| | |
|----------------------|--|
| Repurchase order | : 2nd Series Class I; 3rd Series Class I, 4th Series Class I; 1st Series Class II, 2nd Series Class V; 1st Series Class IV; 1st Series Class V |
| Method of repurchase | : Class I and Class II preferred shares: Based on Annual General Meeting of Shareholders approval for acquisition of treasury stock. Class IV and Class V preferred shares: Purchase clause added to the Articles of Incorporation. |

The above agreement is subject to issue of CBs and approval of the following proposals at the Annual General Meeting of Shareholders scheduled for June 27, 2006.

- "Increase in the Company's Authorized Common Shares"
- "Addition of a Clause Regarding Terms of Repurchase for Class IV/V Preferred Stock" (The above require Amendments to the Articles of Incorporation)
- "Acquisition of Treasury Stock" and "Reduction of Capital and Capital Reserve."

Financial Strategy: Improve Stability of Funding Structure

Measures to improve funding structure

- Diversify funding methods
- Improve long/short debt ratio

FY05 Achievements

- Straight bonds ¥95 billion
- Syndicated loan contracts (term loans) ¥148.1 billion
- Long-term debt ¥310 billion

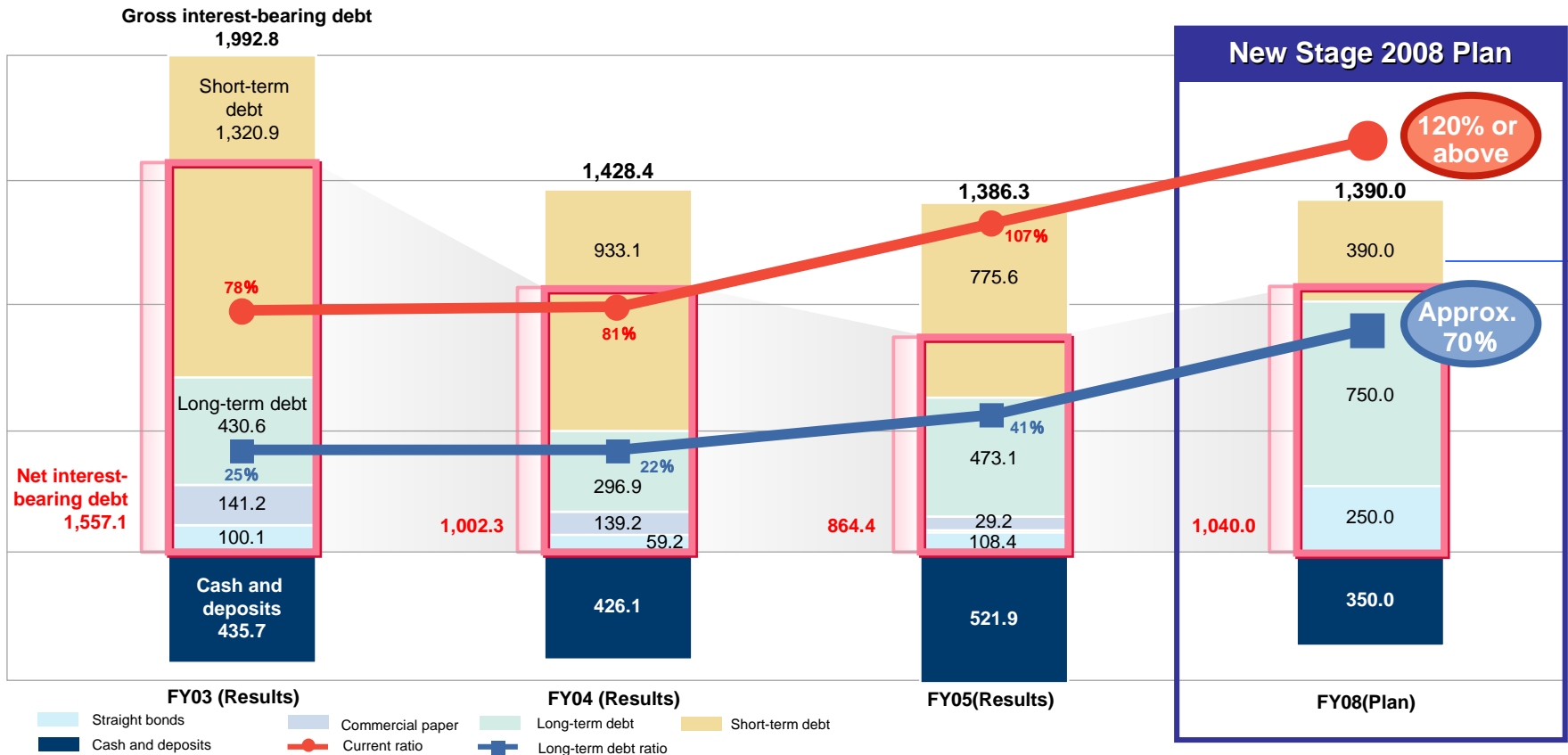
New Stage 2008

Further improve credit rating (BBB or above) and:

- Continue to issue straight bonds
- Shift to long-term debt
- Line up additional syndicated loans

FY08 Targets

- Current ratio 120% or above
- Long-term debt ratio Approximately 70%



IV. Risk Management

Strengthen and Enhance Risk Management

Strengthen and enhance comprehensive risk management to improve the portfolio structure

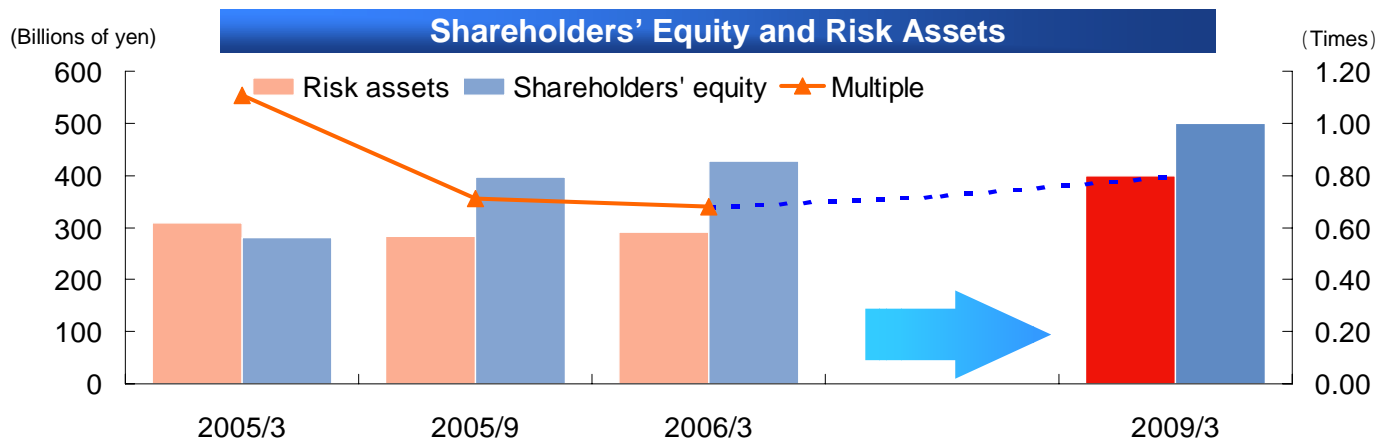
Risk management ▶ Raise on-site risk management awareness

- **Credit control standards** : Use unified internal rating system for domestic and overseas business partners as central plank in Groupwide risk management
- **Country risk management standards** : Limit country exposure based on country ratings and control and manage credit
- **Business investment standards** :



- **Follow-up management** : Periodic follow up + Strict compliance and implementation of exit rules

Risk asset control ▶ Manage risk assets so they do not exceed shareholders' equity (Aim to hold to around 0.8 times shareholders' equity)



Robust Risk Management and Social Responsibility Initiatives

Bolster management control system to ensure sustained growth of Group

- **Strengthen corporate governance**
 - Clarify management responsibility and accountability for all stakeholders
 - Establish highly transparent management organization
- **Establish internal control systems**
 - Review and establish internal control systems on a consolidated Group basis (Internal Control Committee)
 - Carry out ongoing system reviews and business process control
- **Promote compliance**
 - Comply with rules and regulations and social norms (Compliance Committee)
 - Promote Group Compliance Code of Conduct across the Group
- **Approach to CSR**
 - Address issues such as environmental protection and compliance (CSR Committee)
 - Aim to become a company trusted by society

V. Numerical Targets

Consolidated Statements of Operations (Forecast)

Billions of yen

| | FY05 (Results) | FY06 (Plan) | FY07 (Plan) | FY08 (Plan) |
|---|----------------|-------------|-------------|-------------|
| Net sales | 4,972.1 | 5,200.0 | 5,680.0 | 6,100.0 |
| Gross trading profit | 242.2 | 253.0 | 270.0 | 300.0 |
| (Gross trading profit ratio) | (4.9%) | (4.9%) | (4.8%) | (4.9%) |
| SG&A expenses | 166.0 | 172.0 | 182.5 | 200.0 |
| Operating income | 76.2 | 81.0 | 87.5 | 100.0 |
| (Operating income ratio) | (1.5%) | (1.6%) | (1.5%) | (1.6%) |
| Other income/expenses | 2.6 | 2.0 | 2.5 | 0.0 |
| Recurring profit | 78.8 | 83.0 | 90.0 | 100.0 |
| (Recurring profit ratio) | (1.6%) | (1.6%) | (1.6%) | (1.6%) |
| Extraordinary gains and losses | 9.4 | 10.0 | 10.0 | 10.0 |
| Income before income taxes and minority interests | 69.4 | 73.0 | 80.0 | 90.0 |
| Net income | 43.7 | 49.0 | 53.0 | 60.0 |
| Core earnings | 78.5 | 81.0 | 89.0 | 100.0 |
| ROA | 1.8% | 2.0% | 2.1% | 2.3% |
| ROE | 12.4% | 11.6% | 12.0% | 12.5% |

Consolidated Balance Sheets

Billions of yen

| | FY05 (Results) | FY06 (Plan) | FY07 (Plan) | FY08 (Plan) |
|--------------------------------------|----------------|----------------|----------------|----------------|
| Cash and deposits | 521.9 | 350.0 | 350.0 | 350.0 |
| Operating assets | 937.8 | 990.0 | 1,050.0 | 1,090.0 |
| Investment and long-term receivables | 604.5 | 720.0 | 750.0 | 800.0 |
| Property and equipment | 457.5 | 440.0 | 450.0 | 430.0 |
| Total assets | 2,521.7 | 2,500.0 | 2,600.0 | 2,670.0 |
| Operating liabilities | 708.4 | 690.0 | 750.0 | 780.0 |
| Interest-bearing debt | 1,386.3 | 1,390.0 | 1,390.0 | 1,390.0 |
| Total liabilities | 2,094.7 | 2,080.0 | 2,140.0 | 2,170.0 |
| Shareholders' equity | 427.0 | 420.0 | 460.0 | 500.0 |
| Net interest-bearing debt | 864.4 | 1,040.0 | 1,040.0 | 1,040.0 |
| Net DER (times) | 2.0 | 2.5 | 2.3 | 2.1 |