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

New Stage 2008

sojitz

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

(Billions of yen) Recurring Profit  Core Earnings

Current plan targets achieved ahead of schedule

FY04(Results)  58.1  51.4  FY05(Results)  78.8  78.5  FY06(Plan)  83.0  81.0  FY07(Plan)  90.0  89.0  FY08(Plan)  100.0  100.0

New Stage 2008

Recurring profit growth rate: 27% (FY05 – FY08)

*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

New Stage 2008

Current plan targets achieved ahead of schedule

Net income growth rate: 37% (FY05 – FY08)

(Billions of yen)

FY04(Results) FY05(Results) FY06(Plan) FY07(Plan) FY08(Plan)

-412.5 43.7 49.0 53.0 60.0

New Stage 2008
Financial Targets (3) – Shareholders’ Equity

Steadily build-up net income to reinforce shareholders’ equity

(Billions of yen)

<table>
<thead>
<tr>
<th></th>
<th>FY04 (Results)</th>
<th>FY05 (Results)</th>
<th>FY06 (Plan)</th>
<th>FY07 (Plan)</th>
<th>FY08 (Plan)</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Stage 2008</td>
<td>280.2</td>
<td>427.0</td>
<td>420.0</td>
<td>460.0</td>
<td>500.0</td>
</tr>
</tbody>
</table>
II. Growth Strategies
Growth Strategies (1)

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

Growth Strategy Categories
- Secure Resources
- Value Chain
- Core Trading

Expand Functions

New Investment and Loans ¥300 billion

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)

<table>
<thead>
<tr>
<th>Type of Growth Strategy</th>
<th>Method of Growth</th>
<th>Main Business Activities (examples)</th>
<th>Recurring profit</th>
<th>New investment and loans (total for three years)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Secure Resources</td>
<td>Raise share of production by increasing investment in commercial rights; boost distribution profit</td>
<td>Oil, gas, LNG, coal, ferroalloys, nonferrous metals</td>
<td>16.7 (FY05)</td>
<td>+2.3</td>
</tr>
<tr>
<td>Value Chain</td>
<td>Strengthen and supplement business functions to expand business reach</td>
<td>Automobiles, fertilizers, chemicals, plastics, apparel, home fashions, woodchips</td>
<td>22.5 (FY05)</td>
<td>+11.5</td>
</tr>
<tr>
<td>Core Trading</td>
<td>To bolster core earnings streams, strengthen information gathering capabilities and alliances with leading business partners and expand transaction volume by leveraging competitive strengths</td>
<td>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</td>
<td>34.6 (FY05)</td>
<td>+3.4</td>
</tr>
<tr>
<td>Corporate and Others</td>
<td></td>
<td></td>
<td>5.0 (FY05)</td>
<td>+4.0</td>
</tr>
<tr>
<td>Total</td>
<td></td>
<td></td>
<td>78.8 (FY05)</td>
<td>+21.2</td>
</tr>
</tbody>
</table>

(Billions of yen)
Growth Strategies (3)

Move to a stage of sustained growth

Recurring Profit Trend

<table>
<thead>
<tr>
<th>FY05 (Results)</th>
<th>FY06 (Plan)</th>
<th>FY07 (Plan)</th>
<th>FY08 (Plan)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Secure Resources</td>
<td>16.7</td>
<td>14.0</td>
<td>16.0</td>
</tr>
<tr>
<td>Value Chain</td>
<td>22.5</td>
<td>25.5</td>
<td>30.0</td>
</tr>
<tr>
<td>Core Trading</td>
<td>34.6</td>
<td>31.8</td>
<td>34.8</td>
</tr>
<tr>
<td>Corporate and Others</td>
<td>5.0</td>
<td>11.7</td>
<td>9.2</td>
</tr>
</tbody>
</table>

Billions of yen
Growth Strategies (4)

Move to a stage of sustained growth

Recurring Profit by Industry Segment

<table>
<thead>
<tr>
<th>FY05(Results)</th>
<th>FY06(Plan)</th>
<th>FY07(Plan)</th>
<th>FY08(Plan)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Machinery &amp; Aerospace</td>
<td>11.2</td>
<td>11.5</td>
<td>11.7</td>
</tr>
<tr>
<td>Energy &amp; Mineral Resources</td>
<td>28.1</td>
<td>22.8</td>
<td>24.9</td>
</tr>
<tr>
<td>Chemicals &amp; Plastics</td>
<td>6.7</td>
<td>7.8</td>
<td>9.1</td>
</tr>
<tr>
<td>Real Estate Development &amp; Forest Products</td>
<td>8.2</td>
<td>7.5</td>
<td>7.0</td>
</tr>
<tr>
<td>Consumer Lifestyle Business</td>
<td>5.4</td>
<td>6.9</td>
<td>9.2</td>
</tr>
<tr>
<td>Real Estate Development &amp; Forest Products</td>
<td>13.5</td>
<td>12.8</td>
<td>14.6</td>
</tr>
<tr>
<td>Consumer Lifestyle Business</td>
<td>2.0</td>
<td>2.0</td>
<td>4.3</td>
</tr>
<tr>
<td>Overseas Subsidiaries</td>
<td>0.7</td>
<td>11.7</td>
<td>9.2</td>
</tr>
<tr>
<td>Corporate and Others</td>
<td>5.0</td>
<td>0.0</td>
<td>0.0</td>
</tr>
</tbody>
</table>

(Billions of yen)

FY05(Results) FY06(Plan) FY07(Plan) FY08(Plan)
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

- 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

Sojitz’s major upstream assets

- The North Sea (Britain)
- Qatar
- Indonesia
- Gabon
- Brazil
- Gulf of Mexico
- Gabon
- Brazil
- Gulf of Mexico

Oil fields in operation
Oil fields under development
Gas fields in operation
LNG sites in operation
LNG sites under development

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

Share of production

(BBL/Day)

FY05(Results) FY06(Plan) FY07(Plan) FY08(Plan)

Oil
Gas

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

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

Major mining rights owned by Sojitz

- Coal mines in operation (including equity investment)
- Coal mines under development
- Steel raw material mines under development

Sojitz is a partner in the Worsley Alumina joint venture
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.

<table>
<thead>
<tr>
<th>Upstream business</th>
<th>Midstream business</th>
<th>Downstream business</th>
</tr>
</thead>
<tbody>
<tr>
<td>Design/ engineering</td>
<td>Mold building</td>
<td>Export of KD and complete built-up cars</td>
</tr>
<tr>
<td>Material procurement</td>
<td>Parts manufacturing</td>
<td>Assembly and production</td>
</tr>
<tr>
<td>Parts logistics</td>
<td>Parts distribution</td>
<td>Distributors</td>
</tr>
</tbody>
</table>

**Japan**
- **Engineering**
- **Robot sales**
  - **Mold building (Miyazu)**
- **Bearing**
- **Steel and chemicals**
  - **Sintered parts**
- **Plastic parts**
- **Parts distribution**

**China**
- **Engineering**
- **Robot sales**
  - **Mold building**
- **Bearing**
- **Steel and chemicals**
  - **Metal (Steel parts material)**
- **Engines**
- **Accelerator**
- **Parts distribution (Autrans)**
- **Suzuki cars: KD**
- **Mitsubishi cars: KD**
- **Suzuki motorcycles and cars: Assembly and marketing**

**Thailand**
- **Engineering**
- **Robot sales**
  - **Mold design**
- **Upstream business**
  - **AAPCO Auto parts manufacturing**
- **Parts distribution (Autrans)**
- **Passenger cars: KD**
- **Suzuki: KD**
- **Suzuki motorcycles and cars: Assembly and marketing**

**Vietnam**
- **Engineering**
- **Robot sales**
  - **Mold design**
- **Upstream business**
  - **Semiconductor substrates**
- **Manufacturing plastic parts**
- **Parts distribution (Autrans)**
- **Suzuki: KD**
- **Suzuki motorcycles and cars: Assembly and marketing**

**India**
- **Robot sales**
- **Mold design**
- **Assembling and marketing of passenger cars**
- **Passenger cars: KD**
- **Suzuki: KD**
- **Suzuki motorcycles and cars: Assembly and marketing**

**Malaysia**
- **Engine, mold design and building**
- **Upstream business**
  - **Transmission manufacturing**
  - **Molds and stamping**
- **Parts distribution (Autrans)**
- **Kawasaki motorcycles: KD**
- **Assembly and marketing of motorcycles (Modenas)**
- **Car navigation systems**

**The Philippines**
- **Engineering**
- **Upstream business**
  - **Transmission manufacturing**
- **Parts distribution (Autrans)**
- **Kawasaki motorcycles: KD**
- **Mitsubishi cars: Assembly and marketing (MMPC)**
- **Car navigation systems**

**Indonesia**
- **Engineering**
- **Upstream business**
  - **Functional parts**
- **Parts distribution (Autrans)**
- **Passenger cars: KD**
- **Passenger cars: Assembly and marketing**
- **BMW cars**

**North and Central America**
- **Engineering**
- **Upstream business**
  - **Synchronizers**
- **Parts distribution (Autrans)**
- **Nissan cars: KD and complete built-up cars (Iran)**
- **MAX (Venezuela) Hyundai and Mitsubishi cars, KD exports, Export and marketing of complete built-up cars**
- **Dealers (Ecuador)**

**South America**
- **Engineering**
- **Upstream business**
  - **Synchronizers**
- **Parts distribution (Autrans)**
- **Subaru cars: Complete built-up cars**
- **Isuzu buses and trucks: Assembly and marketing (Ukraine)**
- **Subaru (Ukraine)**
- **Used cars**

**Middle East and Africa**
- **Upstream business**
  - **Synchronizers**
  - **Parts distribution (Autrans)**
  - **Subaru cars: Complete built-up cars**
- **Subaru (Ukraine)**
- **Used cars**

**Europe CIS**
- **Upstream business**
  - **Synchronizers**
  - **Parts distribution (Autrans)**
  - **Subaru cars: Complete built-up cars**
- **Subaru (Ukraine)**
- **Used cars**

Gross trading profit (Billions of yen)

<table>
<thead>
<tr>
<th>FY05</th>
<th>FY06 (Plan)</th>
<th>FY07 (Plan)</th>
<th>FY08 (Plan)</th>
</tr>
</thead>
<tbody>
<tr>
<td>25</td>
<td>30</td>
<td>35</td>
<td>40</td>
</tr>
</tbody>
</table>

Existing functions
New functions gained through investment and loans (next three years)
Value Chain Business (Example 2) – Apparel

Integrated supply chain management through to retailing

Established marketing and product planning subsidiary
(Sojitz Satellite)

Production
Planning
Wholesaling
Retailing

Japan
Jeans manufacturing (Japan)
Marketing and product planning company
Full range of apparel

China
Expand manufacturing facilities in China
Women’s apparel
Form alliances with retail chains

Southeast Asia and other areas
Establish production bases for export to US (Southeast Asia and other areas)
Product planning company (China)
Establish marketing companies

US
Planning and marketing company (US)
Forge tie-ups with US apparel firms

Japan

Expansion of presence in retailing

China
Joint venture, alliance factories (China)
Products for SPA retailers
Create SPA jeans retailing chain

Southeast Asia and other areas

Production management company (China)

*SPA: Specialty store retailers of private label apparel

Gross trading profit (Billions of yen)

- Existing functions
- New functions
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

Value Chain Business (Example 3) – Chemicals

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.
- Taiyo Corp.
- Tosoh Corp.
- Mitsubishi Rayon Co., Ltd.
- Asahi Kasei Chemicals Corp.
- Braskem SA
- FMC Corporation
- Eastman Chemical Company
- Hercules Incorporated

Customers (2,200)

- Kansai Paint Co., Ltd.
- CG Ester Corporation
- ToLi Co., Ltd.
- Hokketsu 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.

Gross trading profit (Billions of yen)

A specialist group capable of anticipating customer needs

Logistics and warehousing functions
Financing functions
Information gathering functions

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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.

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

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

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

Store planning and management
We secure stable rental revenue from quality tenants.

Deliver higher returns

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.

Number of projects

GOTEMBA PREMIUM OUTLETS
RINKU PREMIUM OUTLETS
MALLAGE SAGA
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)

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

<table>
<thead>
<tr>
<th>1st Series Class I</th>
<th>2nd Series Class I</th>
<th>3rd Series Class I</th>
<th>4th Series Class I</th>
<th>1st Series Class II</th>
<th>1st Series Class III</th>
<th>Subtotal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Outstanding amount (Billions of yen)</td>
<td>¥12.6</td>
<td>¥52.6</td>
<td>¥262</td>
<td>¥200,763</td>
<td>¥200,763</td>
<td>¥49.7</td>
</tr>
<tr>
<td>Conversion price#1 (yen)</td>
<td>¥262</td>
<td>¥52.6</td>
<td>¥262</td>
<td>¥262</td>
<td>¥262</td>
<td>¥262</td>
</tr>
<tr>
<td>Starting date of conversion period</td>
<td>2006/5/14</td>
<td>2006/5/14</td>
<td>2006/5/14</td>
<td>2006/5/14</td>
<td>2006/5/14</td>
<td>2006/5/14</td>
</tr>
<tr>
<td>Latent stock#2 (thousands of shares)</td>
<td>48,092</td>
<td>52,600</td>
<td>200,763</td>
<td>200,763</td>
<td>200,763</td>
<td>200,763</td>
</tr>
<tr>
<td>Ratio#3</td>
<td>11.9%</td>
<td>49.7%</td>
<td>49.7%</td>
<td>49.7%</td>
<td>49.7%</td>
<td>49.7%</td>
</tr>
</tbody>
</table>

### April 28, 2006

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

### Measures for Preferred Stock

#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 III 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.

Estimated Increase in Common Shares

- 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

**Repurchase schedule:** March 31, 2007, a day to be 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.

<table>
<thead>
<tr>
<th>Stock to be repurchased</th>
<th>Outstanding amount issued (Billions of yen)</th>
<th>Total repurchase amount (Billions of yen)</th>
<th>Repurchase price (% of outstanding amount)</th>
<th>Number of shares to be repurchased (Thousands of shares)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2nd Series Class I</td>
<td>52.6</td>
<td>56.8</td>
<td>108%</td>
<td>26,300</td>
</tr>
<tr>
<td>3rd Series Class I</td>
<td>52.6</td>
<td>55.8</td>
<td>106%</td>
<td>26,300</td>
</tr>
<tr>
<td>4th Series Class I</td>
<td>52.6</td>
<td>54.7</td>
<td>104%</td>
<td>26,300</td>
</tr>
<tr>
<td>1st Series Class II</td>
<td>52.6</td>
<td>53.6</td>
<td>102%</td>
<td>26,300</td>
</tr>
<tr>
<td>1st Series Class IV</td>
<td>199.5</td>
<td>45.9</td>
<td>23%</td>
<td>19,950</td>
</tr>
<tr>
<td>1st Series Class V</td>
<td>130.5</td>
<td>56.1</td>
<td>43%</td>
<td>10,875</td>
</tr>
<tr>
<td>2nd Series Class V</td>
<td>20.0</td>
<td>20.0</td>
<td>100%</td>
<td>2,000</td>
</tr>
<tr>
<td><strong>Subtotal</strong></td>
<td><strong>560.4</strong></td>
<td><strong>342.9</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Seller and number of shares held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bank of Tokyo-Mitsubishi UFJ</td>
</tr>
<tr>
<td>Mizuho Corporate Bank</td>
</tr>
<tr>
<td>Resona Bank</td>
</tr>
<tr>
<td>Mitsubishi UFJ Trust and Banking Corporation</td>
</tr>
<tr>
<td>Norinchukin Bank</td>
</tr>
</tbody>
</table>

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 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 II preferred shares: Based on Annual General Meeting of Shareholders approval for acquisition of treasury stock.
- Class IV and 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

FY08 Targets
• Current ratio 120% or above
• Long-term debt ratio Approximately 70%

FY08 Plan
• Continue to issue straight bonds
• Shift to long-term debt
• Line up additional syndicated loans

Gross interest-bearing debt 1,992.8

Cash and deposits 435.7

Net interest-bearing debt 1,557.1

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
IV. Risk Management
Strengthen and Enhance Risk Management

Strengthen and enhance comprehensive risk management to improve the portfolio structure

**Risk management**

- **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

**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)

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**Hurdle Rate**

- **Capital cost**
  - Risk premium
  - Country risk
  - Partner risk
  - Risk unique to business, etc.

**Investee IRR**

*IRR=Internal Rate of Return*
Robust Risk Management and Social Responsibility Initiatives

<table>
<thead>
<tr>
<th>Bolster management control system to ensure sustained growth of Group</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Strengthen corporate governance</strong></td>
</tr>
<tr>
<td>- Clarify management responsibility and accountability for all stakeholders</td>
</tr>
<tr>
<td>- Establish highly transparent management organization</td>
</tr>
<tr>
<td><strong>Establish internal control systems</strong></td>
</tr>
<tr>
<td>- Review and establish internal control systems on a consolidated Group basis (Internal Control Committee)</td>
</tr>
<tr>
<td>- Carry out ongoing system reviews and business process control</td>
</tr>
<tr>
<td><strong>Promote compliance</strong></td>
</tr>
<tr>
<td>- Comply with rules and regulations and social norms (Compliance Committee)</td>
</tr>
<tr>
<td>- Promote Group Compliance Code of Conduct across the Group</td>
</tr>
<tr>
<td><strong>Approach to CSR</strong></td>
</tr>
<tr>
<td>- Address issues such as environmental protection and compliance (CSR Committee)</td>
</tr>
<tr>
<td>- Aim to become a company trusted by society</td>
</tr>
</tbody>
</table>
V. Numerical Targets
## Consolidated Statements of Operations (Forecast)

### Billions of yen

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

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