



April 28, 2011

Company name	Sojitz Corporation
President and CEO	Yutaka Kase
Stock code	2768
	First Section, TSE and OSE
Inquiries	Koji Kamiko
	General Manager
	Public Relations Department
Tel	+81 3-5520-3404

### **Notice Regarding Partial Amendments to the Articles of Incorporation**

At a meeting of the Board of Directors on April 28, 2011, Sojitz Corporation ("Sojitz") passed a resolution to propose partial amendments to the articles of incorporation on 8th Ordinary General Shareholders' Meeting to be held on June 23, 2011.

Details are as follows:

#### **1. Reason for Amendments**

##### **(1) Amendment to the Total Number of Authorized Shares (Proposed Amendment to Article 6)**

With an aim to establish a strong earnings foundation that will secure sustained growth, Sojitz has been working on its medium-term management plan, Shine 2011, whose final year is the fiscal year ending March 2012. In addition, Sojitz is aiming to further accelerate sustained growth in and after the fiscal year ending March 2013. In order to achieve these, not only promotion of new businesses but also implementation of M&As and other timely and appropriate investing and financing activities will be needed.

On the other hand, the total number of outstanding shares of Sojitz is currently 1,251,499,501 shares, which is approaching the upper limit of the total number of shares authorized to be issued stipulated in Article 6 of the current Articles of Incorporation, and therefore, methods to secure funding for the above indicated measures are limited. For this reason, Sojitz proposes to change the total number of shares authorized to be issued stipulated in Article 6 of the Articles of Incorporation from the current 1,349,000,000 shares to 2,500,000,000 shares, which would be in an adequate level to broaden options in funding methods and to implement flexible capital policies. Please note that Sojitz does not intend to introduce so-called takeover defense measures by this amendment to Article 6 of the Articles of Incorporation.

**(2) Amendment to the Statute of Limitations for Dividend Property (Proposed Amendment to Article 35)**

Sojitz proposes to extend the statute of limitations for dividend property from three (3) years to five (5) years for the convenience of shareholders, and to allow an extension of the period for receiving year-end dividends and interim dividends.

**2. Contents of Amendments**

The proposed amendments are as follows (underlining indicates amended text).

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;"><b>CHAPTER II.</b> <b>SHARES</b></p> <p>Article 6. (Total Number of Authorized Shares)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>1,349,000,000</u> shares of common stock.</p>	<p style="text-align: center;"><b>CHAPTER II.</b> <b>SHARES</b></p> <p>Article 6. (Total Number of Authorized Shares)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>2,500,000,000</u> shares of common stock.</p>
<p style="text-align: center;"><b>CHAPTER VI.</b> <b>ACCOUNTING</b></p> <p>Article 35. (Statute of Limitations for Dividend Property)</p> <p>1. If the dividend property are not received by a shareholder after <u>three (3)</u> years have elapsed from the date of the commencement of the delivery thereof, the Company shall be relieved of its obligation to make such delivery to said shareholder.</p> <p>2. (Omitted)</p>	<p style="text-align: center;"><b>CHAPTER VI.</b> <b>ACCOUNTING</b></p> <p>Article 35. (Statute of Limitations for Dividend Property)</p> <p>1. If the dividend property are not received by a shareholder after <u>five (5)</u> years have elapsed from the date of the commencement of the delivery thereof, the Company shall be relieved of its obligation to make such delivery to said shareholder.</p> <p>2. (Unchanged)</p>