



January 27, 2015

Company: Sojitz Corporation

President & CEO: Yoji Sato

(Code #: 2768 TSE First Section)

For questions, contact:

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### **Announcement regarding Short-form Merger of Sojitz Group Subsidiary**

At the meeting of the Board of Directors held earlier today, Sojitz Corporation passed a resolution to absorb their fully-owned subsidiary Sojitz Pla-Net Holdings, Inc. (SPNH).

Since this merger is a short-form merger targeting a fully-owned subsidiary, some information will be omitted from this posting.

#### 1. Goal of the merger

Sojitz Pla-Net, a wholly-owned subsidiary of SPNH, is one of Sojitz Corporation's core subsidiaries and is the center of Sojitz's efforts to develop their plastics business. In order to consolidate management resources for the Group's plastic business and streamline its operations, Sojitz Corporation has decided to absorb SPNH and take direct control of Sojitz Pla-Net Corporation.

#### 2. Outline of the merger

##### (1) Schedule

Resolution passed by Board of Directors: January 27<sup>th</sup>, 2015

Merger agreement signed: January 27<sup>th</sup>, 2015

Deadline (day the contract takes effect): April 1<sup>st</sup>, 2015 (tentative)

Note: This merger will take place without the companies bringing the topic to a vote at their respective General Shareholders Meetings. This is in accordance with proceedings for short-form mergers under Japan's Companies Act Article 796, Clause 3 for Sojitz Corporation, and Article 784, Clause 1 for SPNH, respectively.

##### (2) Format of the merger

Sojitz Corporation will remain the surviving company, with SPNH herewith dissolved.

##### (3) Post merger allotment

Since the absorbed company is a fully-owned subsidiary, no new stocks will be issued, capital increased, or cash payouts made as a result of this merger.

##### (4) Handling of share acquisition rights as well as any accompanying corporate bonds

N/A

3. Overview of merging companies (as of September 30<sup>th</sup>, 2015)

	Surviving company	Absorbed company
(1) Trade name	Sojitz Corporation	Sojitz Pla-Net Holdings, Inc.
(2) Address	1-1, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo	1-1, Uchisaiwaicho 2-chome, Chiyoda-ku, Tokyo
(3) Name and title of representative director	Yoji Sato, President & CEO	Tsutomu Tanaka, President
(4) Main Business	General trading company	Holdings company
(5) Capitalization	¥160,339,000,000	¥6,165,000,000
(6) Establishment	April 1 <sup>st</sup> , 2003	March 30 <sup>th</sup> , 1985
(7) Issued stock	1,251,499,501 shares common stock	496,290 shares common stock
(8) Fiscal reporting period	Ends March 31st	Ends March 31st
(9) Major shareholders and percent interest held	Japan Trustee Services Bank, Ltd. 11.52% The Master Trust Bank of Japan, Ltd. 3.05% Trust & Custody Services Bank, Ltd. 1.63%	Sojitz Corporation 100%
(10) Financial conditions and business performance for the immediately preceding fiscal year (ended March 31 <sup>st</sup> , 2014)		
<b>Sojitz Corporation (consolidated IFRS results)</b>		
Total Assets	¥2,220,236,000,000	
Total Capital	¥492,959,000,000	
Equity attributable to owners of the parent	¥459,853,000,000	
Equity per share attributable to owners of the parent	¥367.58	
Sales	¥4,046,577,000,000	
Operating Profit	¥23,694,000,000	
Profit before taxes	¥44,033,000,000	
Current income	¥32,083,000,000	
Profit attributable to owners of the parent	¥27,250,000,000	
Earnings per share	¥21.78	
<p>Note: In following with traditional Japanese accounting practices, 'Sales' here refers to totals for transactions in which Sojitz Group was a central player or to which they contributed as an agent or distributor.</p> <p>Within the consolidated net profit and loss statement, 'operating profit' refers to profit derived from business activities.</p> <p>'Earnings per share' are calculated based on profit attributable to owners of the parent.</p>		
<b>Sojitz Pla-Net Holdings, Inc. (non-consolidated)</b>		
Net assets	¥18,083,000,000	
Total Assets	¥36,936,000,000	
Net assets per share	¥36,437.52	
Sales	¥1,000,000,000	
Operating profit	¥987,000,000	
Working profit	¥544,000,000	
Net profit	¥681,000,000	
Net profit per share	¥1,373.72	

4. After the Merger

No changes will be made to the company's trade name, address, representative director, businesses, capital, or reporting period following the merger.

5. Future outlook

This merger will have little effect on Sojitz Corporation's consolidated performance, as the merger involves the absorption of a fully-owned subsidiary.

For reference: Forecasted consolidated performance for this year (announced November 5<sup>th</sup>, 2014) and actual consolidated performance for last year

	Sales	Operating Profit	Profit before Taxes	Profit attributable to owners of the parent	Earnings per share
FY2014 Forecast (for the year ended March 31 <sup>st</sup> , 2015)	¥4,230,000,000,000	¥40,000,000,000	¥55,000,000,000	¥33,000,000,000	¥26.38
FY2013 Results (for the year ended March 31 <sup>st</sup> , 2014)	¥4,046,577,000,000	¥23,694,000,000	¥44,033,000,000	¥27,250,000,000	¥21.78

Note: In following with traditional Japanese accounting practices, 'Sales' here refers to totals for transactions in which Sojitz Group was a central player or to which they contributed as an agent or distributor.

Within the consolidated net profit and loss statement, 'operating profit' refers to profit derived from business activities.

'Earnings per share' are calculated based on profit attributable to owners of the parent.