Consolidated annual results FY2004 (Year ended March 31, 2005)

[Prepared on the basis of accounting principles generally accepted in the United States of America]



Sumitomo Corporation

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1. Operations for the year ended March 31, 2005

(1) Summary

(Remark) Amounts are rounded to the nearest million.

| | | | | | , | | | |
|---------------------------|----------------------------|--------------------|-------------------|--------------------|--|-------------------|-------------------|--------------------|
| | Total trading transactions | (increase/decrease | Operating income | (increase/decrease | Income before income taxes and minority interests in earnings of subsidiaries | increase/decrease | Net income | (increase/decrease |
| | (millions of yen) | (%) | (millions of yen) | (%) | (millions of yen) | (%) | (millions of yen) | (%) |
| Year ended March 31, 2005 | 9,898,598 | 7.6 | 112,385 | 58.4 | 151,349 | 38.8 | 85,073 | 27.7 |
| Year ended March 31, 2004 | 9,197,882 | (0.3) | 70,950 | (20.5) | 109,035 | 281.2 | 66,621 | 380.2 |

| | Net income per share (basic) | Net income per share (diluted) | Net income ratio to net worth | Net income before income tax ratio to total assets | Net income before income tax ratio to total trading transactions |
|---------------------------|------------------------------|--------------------------------|-------------------------------|--|--|
| | (yen) | (yen) | (%) | (%) | (%) |
| Year ended March 31, 2005 | 72.83 | 72.82 | 10.2 | 2.9 | 1.5 |
| Year ended March 31, 2004 | 62.66 | 61.31 | 9.9 | 2.2 | 1.2 |

Notes 1) Equity in earnings of associated companies, net

(FY2004) 37,387 million yen (FY2003) 20,693 million yen

2) Average shares outstanding (consolidated)

(FY2004) 1,168,142,925 (FY2003) 1,063,190,319

3) Changes of accounting policies

None

- 4) Percentage figures are changes from the previous fiscal year.
- 5) Total trading transactions and Operating income are presented in a manner customarily used in Japan solely for Japanese investors' purposes. Total trading transactions represents the gross transaction volume of trading activities, or the nominal aggregate value of the transactions for which the Companies act as principal or as agent.

(2) Financial position

| | Total assets | Total shareholders' equity | Shareholders' equity ratio | Shareholders' equity per share |
|----------------|-------------------|----------------------------|----------------------------|--------------------------------|
| | (millions of yen) | (millions of yen) | (%) | (yen) |
| March 31, 2005 | 5,533,127 | 934,891 | 16.9 | 776.61 |
| March 31, 2004 | 5,012,465 | 730,848 | 14.6 | 686.99 |

Note) Shares outstanding (consolidated)

(March 31, 2005) 1,203,811,504 (March 31, 2004) 1,063,835,086

(3) Consolidated cash flows

| | Operating activities | Investing activities | Financing activities | Cash and cash equivalents, end of year |
|---------------------------|----------------------|----------------------|----------------------|--|
| | (millions of yen) | (millions of yen) | (millions of yen) | (millions of yen) |
| Year ended March 31, 2005 | (20,831) | (55,833) | 115,825 | 453,891 |
| Year ended March 31, 2004 | 61,754 | 57,929 | (23,582) | 415,574 |

(4) Number of consolidated subsidiaries and other associated companies (equity method)

Consolidated subsidiaries 606 Associated companies 230

(5) Changes in number of consolidated subsidiaries and other associated companies (equity method)

Consolidated (added 73, reduced 42) Associated (added 42, reduced 29)

2. Targets (fiscal year ending March 31, 2006)

| | Total trading transactions | Net income |
|----------------------------|----------------------------|-------------------|
| | (millions of yen) | (millions of yen) |
| Year ending March 31, 2006 | 10,200,000 | 110,000 |

[Reference] Estimated net income (year ending March 31, 2006) per share (basic) ¥91.38

Caution Concerning Forward-looking Statement

This report includes forward-looking statements relating to our future plans, targets, objectives, expectations and intentions. The forward-looking statements reflect management's current assumptions and expectations of future events, and accordingly, they are inherently susceptible to uncertainties and changes in circumstances and are not guarantees of future performance. Actual results may differ materially, for a wide range of possible reasons, including general industry and market conditions and general international economic conditions. In light of the many risks and uncertainties, you are advised not to put undue reliance on these statements. The management targets included in this report are not projections, and do not represent management's current estimates of future performance. Rather, they represent targets that management strive to achieve through the successful implementation of the Company's business strategies. The company may be unsuccessful in implementing its business strategies, and management may fail to achieve its targets. The Company is under no obligation -- and expressly disclaims any such obligation -- to update or alter its forward-looking statements.

The Group's business operations

- (1) The Group, with Sumitomo Corporation as its nucleus and through offices covering the globe and their information networks, operates in a wide array of industries; in addition it is undertaking diversified activities as an integrated trading company, including providing various forms of financing to customers and business partners, organizing and coordinating various projects, and investing in industries such as information technology and retailing.
- (2) Commodities and content of businesses, and principal subsidiaries and associated companies by operating segment are as follows:

| Operating segment | Commodities and contents of business Principal subsidiaries and associated companies | | | | | | |
|---|---|--|--|--|--|--|--|
| Metal Products | Domestic sales, international trading and processing of iron & steel and nonferrous metal products. Other related businesses. | | | | | | |
| Wietai Floducts | Sumisho Metalex Corporation (S) / Sumisho Tekko Hanbai Co., Ltd. (S) / Asian Steel Company Ltd. (S) / SC Metal Pty. Ltd. (S) | | | | | | |
| Transportation & | Domestic sales and international trading of ships, aircrafts, railroad transportation systems, automobiles, construction machinery and related equipment and parts. Other related businesses. | | | | | | |
| Construction Systems | Sumisho Auto Leasing Corporation (S) 🔘 / Kiriu Corporation (S) / PT. Oto Multiartha (S) / Oshima Shipbuilding Co., Ltd. (A) | | | | | | |
| Machinery & Electric | Domestic sales, international trading and construction of machinery and equipment related to industries, infrastructure, electricity and energy. Sales and installation of equipment and systems related to information & telecommunication network. Promoting other related businesses. | | | | | | |
| | Sumisho Machinery Trade Corporation (S) / Sumitomo Shoji Machinex Co.,Ltd. (S) / Perennial Power Holdings Inc.(S) / MobiCom Corporation (A) | | | | | | |
| | Promotion of media business including visual content and cable TV programs, IT solution service business, telecommunication and network related business and EMS business. Development and distribution of electronics devices and new highly value-added materials. | | | | | | |
| Media, Electronics & Network | Sumisho Computer Systems Corporation (S) Sumisho Electronics Co., Ltd. (S) Sumitronics Corporation (S) | | | | | | |
| | Nissho Electronics Corporation (A) 🗇 / Jupiter Telecommunications Co., Ltd. (A) 🔾 Jupiter Programming Co., Ltd. (A) | | | | | | |
| | MS Communications Co.,Ltd.(A) | | | | | | |
| Chemical | Domestic sales, international trading and development of products related to new materials, electronics materials, inorganic chemicals, alkalis, bio-pharmaceuticals, medicals, agricultural chemicals, pet supplies, plastics and organic chemicals. Other related businesses. | | | | | | |
| Chemical | Sumitomo Shoji Plastics Co., Ltd. (S) / Sumitomo Shoji Chemicals Co., Ltd. (S) / Summit Agro Europe Ltd.(S) | | | | | | |
| | The Hartz Mountain Corporation (S) / Cantex Inc. (S) | | | | | | |
| Mineral Resources & | Development and international trading of coal, iron ore, iron sources, nonferrous raw materials, LNG(liquefied natural gas), petroleum, semi-manufactured goods and finished products relating to petroleum, LPG(liquefied petroleum gas), batteries and carbon products. Domestic power and energy related businesses. | | | | | | |
| Energy | Sumisho Oil Corporation (S) / Sumisho LPG Holdings Co., Ltd.(S) / Nusa Tenggara Mining Corporation (S) | | | | | | |
| | Sumisho Coal Australia Pty Ltd. (S) / SC Minerals America ,Inc. (S) / LNG Japan Corporation (A) | | | | | | |
| Consumer Goods & Service | Domestic sales and international trading of raw materials and products of food & foodstuffs, fertilizers and textiles. Operating retail and downstream businesses handling a wide range of consumer goods and services. | | | | | | |
| | Shinko Sugar Co., Ltd. (S) O / Summit, Inc. (S) / Montrive Corporation (S) / Mammy Mart Corporation (A) O | | | | | | |
| Materials & Real Estate | Domestic sales and international trading of cement, lumber, woodchip, pulp paper, tires and other materials. Promotion of real estate businesses such as office building rentals, condominiums sales, and commercial complex management. | | | | | | |
| Materiais & Real Estate | Seven Industries Co.,Ltd. (S) © / Sumisho Paper Co., Ltd. (S) / S.C. Cement Co., Ltd. (S) | | | | | | |
| | Sumisho & Mitsuibussan Kenzai Co., Ltd. (A) / IG Kogyo Co., Ltd (A) / P.T. Summitmas Property (A) | | | | | | |
| Financial & Logistics | Finance businesses, private equity investments and commodities and derivative businesses. Providing logistics services, insurance services and overseas industrial park businesses. | | | | | | |
| | Bluewell Corporation (S) / Sumitrans (Japan) Corporation (S) / Sumisho Capital Management Co. (S) / P.T. East Jakarta Industrial Park (S) | | | | | | |
| Domestic Regional Business Units and Offices | Various businesses at key locations in Japan. | | | | | | |
| Business onits and offices | Sumisho Textile Company, Ltd. (S) / Sumisho Steel Sheets Works Co., Ltd. (S) / Sumisho Montblanc Co., Ltd. (S) / Nippon Katan Co., Ltd. (A) O | | | | | | |
| Overcage Sukaidiaries | Various businesses at key locations in the world. | | | | | | |
| Overseas Subsidiaries and Branches | Sumitomo Corporation of America (S) / Sumitomo Corporation Europe Holding Ltd. (S) Sumitomo Corporation (Singapore) Pte. Ltd. (S) / Total 8 subsidiaries in China (S) / Sumitomo Australia Limited.(S) | | | | | | |
| Corporate | | | | | | | |
| Corporate | Sumisho Lease Co., Ltd. (A) ◎ | | | | | | |

(Notes)

- 1. (S) stands for subsidiaries, and (A) for associated companies.
- 2. The companies mentioned above include listed companies at; Tokyo Stock Exchange etc. (marked©), JASDAQ (marked C).
- 3. On August 1, 2005, Sumisho Computer Systems Corporation and Sumisho Electronics Co., Ltd. are going to merge. Sumisho Computer Systems Corporation will be the ongoing concern, and Sumisho Electronics Co., Ltd. will subsequently dissolve.
- 4. Sumisho Auto Leasing Corporation is becoming our wholly owned subsidiary on August 2, 2005 by share exchange.

Management policy

1. Medium-term management strategies and business activity etc. during the period.

• Medium-term management plan: AA Plan

During the period under review, we actively implemented the "AA Plan," our medium-term management plan for the two years ending March 2005. Under this plan we have raised quantitative targets of (a) a consolidated risk-adjusted return² ratio of 6% or more on a two-year average basis and (b) a consolidated net income of ¥60 billion for fiscal year 2003, ¥70 billion in fiscal year 2004 and for a two-year total of ¥130 billion. We were able to achieve each of these targets.

In July 2004 we implemented a ¥100 billion-scale equity offering in Japan and overseas. The purpose of this equity offering is to allow us to expand our earning base further by increasing investments in our business that we believe will be profitable and have growth potential. During the period under review, we made a number of positive moves aimed at expanding our earnings base, including acquisitions of companies involved in the manufacturing and sales of automotive parts and of pet supplies, as well as additional acquisitions of oil field rights in the British waters of the North Sea and rights in the electric power business.

At the same time, as part of our efforts to enhance our corporate strength, we set up the Internal Control Committee and started work on further upgrading the internal control set up for the whole Sumitomo Corporation Group. We also reinforced our information security system, by expanding the role and functions of the Information Security Committee, whose objectives include the protection of personal information.

We continued to focus on strategic regions: In China, where we previously had regionally-divided business operations for the north, the east, and the south, we shifted to a system of business segment based wide-zone

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¹ "AA" is short for "Approach for Achievement." The name of the plan is an expression of our determination to approach a level of earning power sufficient to cover our shareholders' capital cost.

² The "risk-adjusted return" is a measure of the profitability of a business against the risks involved in it. It is calculated as a fraction whose numerator is the return on the business as measured by the consolidated net income (after taxes) that it is expected to generate during an accounting period and whose denominator is the value of the maximum losses that could be incurred if all the potential risks were actually to happen during the same period ("risk-adjusted assets").

operations covering the entire country. In Russia and other countries of the CIS (Commonwealth of Independent States), we moved forward with wide-zone operations by creating the post of the General Manager for CIS. For India, a country with great economic growth potential, we dispatched company-wide, cross-departmental missions aimed largely at developing new business opportunities. In April this year, we created the post of the General Manager for Southeast Asia so as to further promote our wide-zone operations in this area. We have also reinforced our wide-zone operations in South America by creating the post of the General Manager for South America under the General Manager for the Americas.

Creating and expanding core businesses

In order to achieve the objectives of the AA Plan, our business units have been devoting energy to the creation and expansion of core businesses. The following are some examples of our undertakings:

(i) Metal Products Business Unit

In our steel service center business, which we have been developing on a global scale, we pushed ahead with the further expansion of our business base in this field. In Indonesia, we further reinforced our business operations with moves including the introduction of the country's first equipment for an automotive coil blanking line so as to meet demand for steel for use in automobiles. In China, where demand for steel continues to expand, we moved vigorously to develop our business on various fronts: In Zhejiang province, we established a steel service center, and in Guangdong province, we established subsidiaries for the processing and sales of tool steel and for the manufacturing of automotive parts. We also undertook an equity investment in a company in Jiangsu province involved in the processing and sales of electrical steel sheet for use as a material in transformer cores.

(ii) Transportation & Construction Systems Business Unit

We worked to extend our earnings base in a variety of business fields through the enhancement of our multifunctional "value chain." In the automobile-related business, we established a subsidiary in Germany and entered the field of used car-related businesses, such as distribution, financing and insurance. In the aircraft business, we got into the field of aero-engine leasing business for commercial airliners with the establishment of a joint-venture with an Irish company that is the world's largest independent aero-engine leasing company. In the area of railways and transportation, we became the first Japanese company to enter the

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³ "Value chain" refers to the set of arrangements for creating and providing products and services with high added value throughout the course of business activities ranging from the procurement of raw materials through manufacturing, sales, and after-sales service.

field of freight car leasing in Russia through an equity investment in a major freight car leasing company. In the construction equipment business, we moved to expand our business base in Finland and the three Baltic States with the acquisition of a distributor of construction equipments made by Komatsu Ltd.

(iii) Machinery & Electric Business Unit

We actively expanded our electric power business to achieve a more stable and sustainable earnings base with moves including the additional acquisition of rights to the Hermiston thermal power plant in the United States. In Vietnam, we started commercial operation at the Phase Two Project of Phu My No. 2 Thermal Power Plant. In Taiwan, Sun Ba Power Corporation and Star Energy Power Corporation, private-sector electric power-generating companies in which we have equity stakes, also started commercial operation of their thermal power plant. In the environmental field, we cooperated with Kashima Power Corporation in reducing its emissions of carbon dioxide by supporting the shift to liquefied natural gas (LNG) as the fuel for its cogeneration business in the Kashima coastal industrial zone. In the area of new technologies, together with AIES Co., Ltd., a company with PET plastic bottle recycling technology, we commenced work on businesses for the recycling of PET plastic bottles in Europe, North America and other areas.

(iv) Media, Electronics & Network Business Unit

Jupiter Telecommunications Co., Ltd., Japan's biggest cable television operator, continued to steadily increase its base of subscribers, thanks in part to the start of full-fledged digital services, and it got its shares listed on the Jasdaq Securities Exchange. Jupiter Programming Co., Ltd., which provides programming for cable TV and satellite broadcasting services, achieved favorable results, supported by increased profits from its subsidiary Jupiter Shop Channel Co., Ltd., a major TV shopping channel operator. We also moved actively to develop our cinema complex⁴ business; we made United Cinemas Co., Ltd. into a subsidiary, and we started operations at United Cinemas Toshimaen. In addition, the film *Hanochi (Half a Confession)*, in which we invested, won the 28th Japan Academy Prize Picture of the Year Award, just as *Tasogare Seibei (The Twilight Samurai)* did for the 26th. In the electronics business area, we continued to enjoy strong sales of advanced-technology materials, particularly blue-colored light-emitting diode die and silicon wafers.

(v) Chemical Business Unit

We entered the pet-related business field in the United States with the acquisition of The Hartz Mountain Corporation, the United States' leading company in manufacturing and sales of pet supplies. Our business relating to basic petrochemical materials did well, benefiting from the higher prices for materials such as crude oil, naphtha and natural gas, and from the growth of demand in China and elsewhere around the world. We also

enjoyed good performance in the field of advanced technologies, recording substantial growth in the transactions of Sumitomo Shoji Plastics Co., Ltd., in electronic materials for mobile phones and the like. We also increased our supply transactions in inorganic materials for display glass thanks to the growth in demand for plasma and LCD flat-panel televisions.

(vi) Mineral Resources & Energy Business Unit

We continued to enjoy strong performance at our Batu Hijau copper and gold mine development project in Indonesia, due in part to the rise in the prices of copper and gold. We also invested actively in upstream natural resource interests—primarily coal, copper, oil and liquefied natural gas (LNG), which we have identified as a priority area. Specifically, we acquired additional mining interests for coking coal in Queensland, Australia, and we provided financing for a project to increase coking coal production in Russia. Together with Sumitomo Metal Mining Co., Ltd., we made an equity investment in a copper mine development company in Peru. In addition, we acquired additional rights to multiple oil fields in the British waters of the North Sea, and made a new acquisition of rights to a gas field in the U.S. waters of the Gulf of Mexico.

(vii) Consumer Goods & Service Business Unit

In the fashion brand business, we acquired Montrive Corporation, which is the exclusive distributor in Japan for the German luxury chenille fabrics brand "FEILER." In the health food business, we established Sumisho Wellness Co., Ltd., together with Toyo Shinyaku Co., Ltd., as a company to manufacture and sell food supplements and cosmetic products. In the area of supermarket chain business, Summit, Inc., which operates a food supermarket chain centering on the Tokyo area, continued to achieve positive business results. In the area of textile business, together with Suminoe Textile Co., Ltd., and Asahi Kasei Fibers Corporation, we established Sumisho Airbag Systems Co., Ltd. for the manufacturing and sales of side-curtain airbag cushions, an automobile safety device for protecting occupants from side-impact accidents, for which demand is expected to increase; this joint-venture began operations aimed at commercialization of this product.

(viii) Materials & Real Estate Business Unit

To expand our business base in the production of ready-mixed concrete, S.C. Cement Co., Ltd., acquired Nagoya SOC Kabushiki Kaisha, which conducts manufacturing and sales of this product mainly in the Nagoya area. In the area of multiple urban redevelopment projects, which form the core of our construction and real estate business, construction work started on the redevelopment project, that includes condominiums and commercial facilities in the Kachidoki 6-chome district of central Tokyo. In addition, we also started work on the super-high-rise condominium project that we are conducting in cooperation with ORIX Real Estate

⁴ A "cinema complex" is a compound facility consisting of multiple movie theaters.

Corporation and other companies using the former site of the Osaka University Hospital. In the building rental business, we moved strategically to promote the replacement of existing assets with the liquidation of our headquarters building and the purchase of an additional rental building in the Kanda district of Tokyo, which we have identified as a strategic district and where we already operate and manage eight buildings.

(ix) Financial & Logistics Business Unit

As the first *sogo shosha* (integrated trading company) that made a full-scale entry into the credit card business, we moved ahead with the operations of Sumisho Card Inc. (card brand "SOBLIO CARD") in tandem with Sumitomo Mitsui Card Co., Ltd. We established Sumitrans South China Co., Ltd., to strengthen our presence as a provider of comprehensive logistic services in southern China, by utilizing the framework of the Closer Economic Partnership Arrangement between China and Hong Kong. In addition, we made steady progress in developing the business of the Thang Long Industrial Park in Vietnam and the First Philippine Industrial Park in the Philippines, entering into an agreement with Yamaha Motor Co., Ltd. and Honda Motor Co., Ltd., for each company to set up their motorcycle plant in the former and latter, respectively.

• Aim for being "a global organization that contributes broadly to society"

The Sumitomo Corporation Group is heir to the "Sumitomo's business philosophy" that has been passed down for 400 years, and in line with this philosophy we are carrying out our business activities placing prime importance on integrity and observing utmost respect for the individual. Aiming to be a global organization that contributes broadly to society through sound business activities, accompanied by strict compliance with laws and regulations, consideration for the environment, and contributions to local communities, we implemented measures as described below.

(i) Corporate governance and legal compliance

We undertook moves to strengthen our internal control set up, including the establishment of the Internal Control Committee, so as to achieve the improvement of management efficiency and maintenance of sound management that are the objectives of our corporate governance. In order to achieve even fuller compliance with applicable laws and regulations, we conducted training sessions throughout the Sumitomo Corporation Group, and we promoted the establishment of Compliance Committees and adoption of the "Speak Up" System⁵ at Group companies.

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⁵ The "Speak Up" System is a system that allows employees to report information directly to the Compliance Committee in cases where they have become aware of a compliance-related problem but, for whatever reason, are unable to report it via the routine chain of command.

(ii) Implementation of global human resource strategies and maintenance and enhancement of workplace environment

We intensified our efforts on securing, training and utilizing human resources with steps including the active promotion of locally hired staff members in overseas operations and the establishment of the Human Resources Development Promotion Committee. In line with the objective of maintaining and enhancing the workplace environment wherein employees can work actively and freely, in April this year, we established the SCG Counseling Center with a view to maintaining employees' mental health.

(iii) Initiatives for environmental conservation

Because of the effectiveness of the Kyoto Protocol, the business to abate global warming will be energized more strongly than ever. In this context, we have been conducting a variety of activities that contribute to reduce the emission of Greenhouse Gases. Especially, an HFC (Hydrofluorocarbon) reduction project in India, which we have participated in, became the first project "registered" by the United Nations among those which Japanese firms are involved in.

(iv) Contributions to society

In addition to our fundamental stance of contributing to society through sound business activities, we continued our support for overseas scholarship programs, including scholarships to support students in Asian countries, and assistance for the Junior Philharmonic Orchestra in Japan. In recognition of the latter, the Association for Corporate Support of the Arts awarded Sumitomo Corporation its 2004 Mecenat Award for Fostering of Musical Talents. In addition, the Sumitomo Corporation Group as a whole provided support for the regions affected by the mid Niigata prefecture (Chuetsu) earthquake and by the earthquake off the west coast of Sumatra and subsequent tsunami in the Indian Ocean.

2. Management challenges

Through a series of medium-term management plans since 1999—the "Reform Package", the "Step Up Plan" and the "AA Plan"—the Sumitomo Corporation Group has worked to expand its earnings base and to enhance its corporate strength with a view to achieving a level of earning power sufficient to cover our shareholders' capital cost (a consolidated risk-adjusted return ratio of 7.5%). Under the medium-term management plan for the two years starting this April—the AG Plan, we will work on a globally consolidated basis to expand our earnings base through dynamic growth strategies, implement human resource strategies matching our growth strategies, and pursue soundness and efficiency in management. We also aim to achieve the quantitative targets of a consolidated risk-adjusted return ratio of 7.5% or above each year of the plan, and make strategic moves for further growth and development.

Considering the expansion of the earnings base during the AA Plan (FY2003-2004) and the recent operating environments, we revised upward the quantitative target of net income for the AG Plan announced in October 2004, from two-year total of 190 billion yen (rough indication: 90 billion yen for FY2005 and 100 billion yen for FY2006) to 230 billion yen (110 billion yen for FY2005 and 120 billion yen for FY2006).

Revised quantitative targets (FY2005-2006)

Risk-adjusted return ratio: 7.5% or above each year

- Net income : two-year total of 230 billion yen

(FY2005: 110 billion yen, FY2006: 120 billion yen)

The directions for the AG Plan are the followings:

(1) Expansion of our earnings base through dynamic growth strategies

Based on the growth strategies in each business unit and regional organization, we will make strategic investments aggressively focusing on businesses that we believe to be profitable and have growth potential.

(2) Implementation of human resource strategies matching our growth strategies

We will promote diversification of recruitment and hiring process, strategic training, and placement of human resources.

(3) Pursuit of soundness and efficiency

In order to expand our earnings power steadily, we will continue advancing our risk management and also upgrade our operational quality and efficiency.

3. Attitude and policy for reducing the quantity of trading unit (round lot)

We understand that reducing the quantity of trading unit (round lot) might encourage expanding our investor base and the liquidity of Sumitomo Corporation's stock. Since we believe that our liquidity is at a satisfactory level currently, we will carefully consider this issue by examining both future market demand and its related cost.

4. Dividend policy

Our basic dividend policy has been to meet shareholders' expectation by ensuring long-term, stable dividends. In addition to this basic policy, we decided to introduce the dividend reflecting financial results. In consideration of the retained earnings required for our sustained growth, we will decide the dividend based on the payout ratio at around 20%.

Thereby, we will increase the ordinary dividend to 7 yen per share, half amount based on the dividend payout ratio at 20%. The annual dividend for fiscal year 2004 will be 11 yen per share, which includes the interim dividend of 4 yen per share. (Annual dividend for fiscal year 2003 was 8 yen per share.)

In addition, in the event of achieving the net income target of 110 billion yen for fiscal year 2005, the annual dividend will be 18 yen per share.

5. Corporate Governance

(1) Fundamental principles

• Sumitomo Corporation Corporate Governance Principles

We view corporate governance as the "improvement of management efficiency" and the "maintenance of sound management", as well as "securing a high level of management transparency" which is required to achieve the first two goals. With the "Sumitomo Spirit" and "Management Principles" as our ethical backbone, we will strengthen our corporate governance to build an optimal management structure to fulfill the interests of all stakeholders.

"Sumitomo Spirit"—embodied in "Business Principles" (Established in 1891)

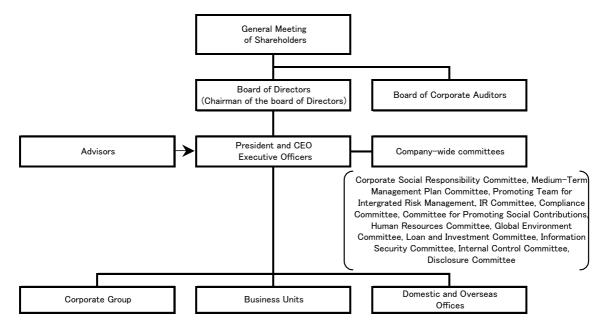
- 1. Sumitomo shall achieve strength and prosperity by placing prime importance on integrity and sound management in the conduct of its business.
- 2. Sumitomo shall manage its activities with foresight and flexibility in order to cope effectively with the changing times. Under no circumstances, however, shall it pursue easy gains or act imprudently.

"Management Principles" (Established in 1998)

- To achieve prosperity and realize dreams through sound business activities.
- To place prime importance on integrity and sound management with utmost respect for the individual.
- To foster a corporate culture full of vitality and conducive to innovation.

(2) Corporate Governance policies

① Corporate governance structure
Sumitomo Corporation's corporate governance structure is as shown below.



② State of maintenance and recent works of Corporate Governance and Internal Control

• About Sumitomo Corporation's Compliance System

In November 2000, a Compliance Committee was established in order to strengthen our system of compliance under the direct instruction of the President. Compliance Leaders have been nominated in each of the domestic business units and also in each of the other regional and overseas subsidiaries and branches. Both the Compliance Committee and the Compliance Leaders are in charge of strengthening compliance within the Company and certain subsidiaries and branches. One of the further roles of the Compliance committee and each Compliance Leaders are to increase awareness of compliance among officers and employees.

When compliance problems do occur, they should be handled through the chain of command. However, for situations where reports cannot be made through the chain of command or routine methods do not work, we have created a system whereby those who have noticed problems may directly contact the Compliance Committee called the "Speak Up System". In addition, in 2001, the Compliance Manual was created under the supervision of the Compliance Committee. Corporate officers must stress "top priority on compliance" and "speedy thorough reporting" on every opportunity.

• Initiatives to enhance corporate governance

-Reinforcement and enhancement of the corporate auditing system

In June 2003, in addition to the two legal experts who act as our outside corporate auditors, we appointed an accounting expert as a third outside corporate auditor, making the majority of our auditors outsiders. We aim to establish an auditing setup based on diverse perspectives.

-Appointment of outside advisors

In April 2003, we appointed four individuals with diverse management and operational experiences to act as our advisers and provide us with a broad range of advice concerning our medium- and long-term management strategies and business plans.

-Reduction of the size of the Board of Directors

We have reduced the number of our directors from 24 before June 2003 to 12 in order to facilitate more efficient and prompt deliberation and decision-making.

-Limit to chairman and president's term of office

We have adopted an executive officer system to further clarify executive responsibility and authority and to strengthen the oversight function for our board, and we have limited the terms of office for our chairman and our president to no more than three two-year terms, respectively.

We have put together the "Sumitomo Corporation Corporate Governance Principles" as above and announced them on our homepage.

• Reinforcement of the function and the role of Information Security Committee

In April 2004, we reinforced the function and the role of Information Security Committee, which had been established in Oct. 2001. The committee is reviewing the firm-wide framework and the policy of the information security and is establishing countermeasures for the risk of leaking the confidential information, including personal data. And the committee is also managing the application of the personal information protection law.

• Establishment of the Disclosure Committee

In April 2005, we established the Disclosure Committee in order to upgrade company's

disclosure system. The purpose of the committee is to improve our public relation activity and our investor relation activity and to improve timely disclosure mainly required by Tokyo Stock Exchange. The functions of the committee are to collect information to be disclosed, to examine the most effective way of disclosure and to instruct the importance of the disclosure to our staffs.

To advance internal control

To upgrade quality of our business activity, we are carrying out the Internal Control Project. The purpose of the project is to upgrade the internal control system covering our affiliates all over the world.

③ Maintenance of the Risk Management Structure

A. Risk Management Structure

a. Risk management structure in business units

Under our current risk management structure, each of the industry-based business units and the two regional operations assume the primary responsibility for risk management with respect to specific projects, including decisions as to whether to assume certain risks within the general risk management framework set at the corporate level. The planning and administrative department of each business unit is involved in providing risk management support and expertise.

b. Discussion and verification of strategies for business lines

Each of the business units and regional operations establishes a strategy for its business lines, based on assessments of the potential growth of the business lines, the risks specific to it and potential profitability. The President, the head of each business unit, and certain senior managers of the Corporate Group hold strategic meetings on a quarterly basis to discuss the strategies established by each business unit and regional operations. Issues such as firm-wide control of risk-adjusted assets, which are the maximum amount of losses that could be incurred if all identified potential risks were actually to occur, and allocation of management resources among business units are discussed in the management meetings held among the heads of the business units.

c. Function of the Corporate Group

The Financial Resources Management Group, or FRMG, develops, implements and operates a centralized risk management infrastructure that monitors and manages risk for the company as a whole. The FRMG is responsible for establishing the risk management framework and developing appropriate decision-making tools, such as an internal credit rating system to assess the credit of customers and counter parties and standardized investment and exit criteria. The FRMG also monitors and advises on risk concentration in certain countries and business areas and holds loan and investment committee. With respect to large-scale projects, certain senior managers of the Corporate Group join the loan and investment committee meetings to decide whether to assume certain risks and proceed with such projects.

B. Risk Categorization and Management

a. In order to effectively manage risks, we categorize them into quantifiable risks and non-quantifiable risks and set up basics policies and framework for managing each of them as follows.

b. Quantifiable Risks

Our risk management operations strive to quantify certain risks such as credit risk, market risk and investment risk, and incorporate them into the assessment of assets, in order for the company as a whole to manage balance between such risk and the company's buffer and in order for each business unit to set the appropriate target levels of return reflective of the risk. We establish the risk management policy and its procedure for each type of quantifiable risks.

c. Non-Quantifiable Risks

In addition to quantifiable risks, our business has certain risks that cannot be easily quantified, such as operational risk, legal risk and natural disasters. For the management of such risks that cannot be quantified, we seek to minimize or eliminate them through the activities of departments or to set up insurance in order to transfer the risk to the third party considering the frequency of

occurrence and potential impact.

We established an Integrated Risk Management Team responsible for conducting firm-wide reviews to identify non-quantifiable risks and prioritize them based on the frequency of occurrence and potential impact, establish and implement plans to manage the risks and monitor the progress of such plans on a continuing basis.

4 Internal Auditing Department, Corporate Auditor and Auditors

Internal Auditing Department has almost 40 staffs lead by the Corporate Officer. The department processes internal audit on domestic and overseas branches and affiliates. The results of the internal audit are reported to the President and the internal auditor has a meeting with the President to report the result monthly.

Internal Auditing Department and the Corporate Auditors are independent from each other but communicate each other on the process of establishment of the audit plan. And the results of the internal audit are reported to Corporate Auditors.

Please refer Sumitomo Corporate Governance Principles for the system of Corporate Auditors.

KPMG AZSA & Co. (AZSA) audits our company. Corporate Auditors and AZSA have meeting regularly to exchange their information. There are no special relationships between the Company and AZSA or auditors of AZSA. AZSA set up the rule to prohibit the same auditor to perform the Company's audit over the certain period consequently.

6. Parent company information

As the Company does not have a parent company, nothing is applicable for this item.

Management results

1. Operating results for the fiscal year 2004

The consolidated total trading transactions for the fiscal year 2004 amounted to 9,898.6 billion yen representing 7.6% growth from the previous year, despite the decrease effect by the appreciation of the yen.

Gross profit increased by 61.8 billion yen to 563.1 billion yen, despite the decrease effect of appreciation of the yen. The segments which showed large increases were Transportation & Construction Systems, due to the expansion of the business base in automobile lease and finance business in Japan and Asia, and Consumer Goods & Service, due to strong performances in retail business such as food supermarket Summit. Overseas Subsidiaries and Branches also increased mainly due to the strong performance of Sumitomo Corporation of America.

Selling, general and administrative expenses increased by 15.5 billion yen from the previous year, resulting from increases in personnel expenses due to the expansion of business activities at subsidiaries and amortization of software, which was invested to upgrade our information system.

We recognized gain on issuance of stock by Jupiter Telecommunications, our associated companies listed on the Jasdaq securities exchange, and impairment loss on real estate for rent in Yokohama area.

In addition, equity in earnings of associated companies increased by 16.7 billion yen to 37.4 billion yen mainly contributed by the strong performances of Batu Hijau copper and gold mine project and Jupiter Telecommunications.

As a result, net income for the fiscal year 2004 totaled 85.1 billion yen, which is a record-high for two consecutive years.

2. Targets for the full fiscal year

The targets for the fiscal year ending March 31, 2006 are as follows:

Total trading transactions

10,200 billion yen

Net income

110 billion yen

Cautionary Statement Concerning Forward-Looking Statements

This report includes forward-looking statements relating to our future plans, targets, objectives, expectations and intentions. The forward-looking statements reflect management's current assumptions and expectations of future events, and accordingly, they are inherently susceptible to uncertainties and changes in circumstances and are not guarantees of future performance. Actual results may differ materially, for a wide range of possible reasons, including general industry and market conditions and general international economic conditions. In light of the many risks and uncertainties, you are advised not to put undue reliance on these statements. The company may be unsuccessful in implementing its business strategies, and management may fail to achieve its targets.

The Company is under no obligation -- and expressly disclaims any such obligation -- to update or alter its forward-looking statements.

3. Financial Position

As of March 31, 2005, total assets increased by 520.7 billion yen to 5,533.1 billion yen from March 31, 2004 as a result of strategic investments to expand earnings base and the increase of operating assets due to business expansion.

Shareholders' equity increased by 204.0 billion yen to 934.9 billion yen, resulting from issuing new shares in July and the increase in retained earnings. As a result, the shareholders' equity ratio improved by 2.3 points to 16.9%.

In fiscal year 2004, net cash used in operating activities was 20.8 billion yen due to the expansion of business activities, while generating cash by strong business performances. Net cash used in investing activities was 55.8 billion yen due to the strategic investments to expand business base. Accordingly, free cash flow was negative 76.7 billion yen. Net cash provided by financing activities was 115.8 billion yen mainly due to issuance of new shares.

As a result, cash and cash equivalents as of March 31, 2005 increased by 38.3 billion yen to 453.9 billion yen form March 31, 2004.

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4. Risks of investments, etc.

Since we conduct business over wide range of industrial fields in Japan and overseas, our financial results and condition are reported with a certain premise on future events including economic trends, condition of financial market and commodity market, etc. which are beyond our control.

It might be possible that whether our investments are well performed or not, credit risk of our counterparts, whether our pension funds are enough or not, etc. bring fluctuation to our financial performance and condition, and cash flow.

The fact that parts of our investments might be concentrated in specific markets, objectives, and regions, and the Copper Trading Litigation are also considered as risks.

For further information, please refer to our Annual Report, which our recognized risks for investments, etc. will be reported.

Consolidated Statements of Income For the years ended March 31, 2005 and 2004

| | | Million | ıs of | f yen | | Millions of U.S. Dollar | |
|---|---|------------------|-------|---------------|----|-------------------------|--|
| | | March 31, 20 | 05 | March 31, 200 | 4 | March 31, 2005 | |
| Revenues: | | | | | | | |
| Sales of tangible products | ¥ | 1,586,057 | ¥ | 1,284,117 | \$ | 14,823 | |
| Sales of services and others | 1 | 463,242 | 1 | 424,479 | Ψ | 4,329 | |
| Total revenues | | 2,049,299 | | 1,708,596 | | 19,152 | |
| | | | | | | | |
| Cost of revenues: | | | | | | | |
| Cost of tangible products sold | | (1,361,767) | | (1,097,503) | | (12,727) | |
| Cost of services and others | | (124,402) | | (109,761) | | (1,162) | |
| Total cost of revenues | | (1,486,169) | | (1,207,264) | | (13,889) | |
| Gross profit | | 563,130 | | 501,332 | | 5,263 | |
| Other income (expenses): | | | | | | | |
| Selling, general and administrative expenses | | (437,849) | | (422, 363) | | (4,092) | |
| Settlements received (paid) on copper trading litigation | | 2,815 | | (7,139) | | 26 | |
| Provision for doubtful receivables | | (12,896) | | (8,019) | | (121) | |
| Impairment losses on long-lived assets | | (29,548) | | (5,178) | | (276) | |
| Gain on sale of property and equipment, net | | 11,468 | | 13,320 | | 107 | |
| Interest income | | 14,562 | | 15,684 | | 136 | |
| Interest expense | | (23,207) | | (22,058) | | (217) | |
| Dividends | | 6,386 | | 6,934 | | 60 | |
| Other than temporary losses on securities | | (8,927) | | (23,237) | | (83) | |
| Gain on sale of marketable securities and other investments, net | | 16,339 | | 39,557 | | 153 | |
| Gain on issuances of stock by subsidiaries and associated companies | | | | 39,331 | | 118 | |
| Equity in earnings of associated companies, net | | 12,603 37,387 | | 20,693 | | 349 | |
| | | (914) | | | | | |
| Other, net | | , , | | (491) | | (8) | |
| Total other income (expenses) | | (411,781) | | (392,297) | | (3,848) | |
| Income before income taxes and minority interests in earnings of subsidiaries | | 151,349 | | 109,035 | | 1,415 | |
| Income taxes | | (57,849) | | (35,697) | | (541) | |
| Income before minority interests in earnings of subsidiaries | | 93,500 | | 73,338 | | 874 | |
| Minority interests in earnings of subsidiaries, net | | (8,427) | | (6,717) | | (79) | |
| Net income | ¥ | 85,073 | ¥ | | \$ | 795 | |
| Total trading transactions | ¥ | 9,898,598 | ¥ | 9,197,882 | \$ | 92,510 | |
| | | 2,223,000 | _ | | Ψ | | |
| Amounts per share of common stock: | | | Yen | 1 | | U.S. Dollars | |
| Net income | | | | | | | |
| Basic | ¥ | 72.83 | ¥ | | \$ | 0.68 | |
| Diluted | | 72.82 | | 61.31 | | 0.68 | |
| Cash dividends applicable for the period | ¥ | 11.00 | ¥ | 8.00 | \$ | 0.10 | |

Note:
1) The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \(\frac{\text{\$\text{\$Y107\$=\$US\$\$1.}}}{2}\) Total trading transactions represents the gross transaction volume of trading activities, or the nominal aggregate value of the transactions for which we act as principal or as agent. Total trading transactions is a measure commonly used by Japanese trading companies. It is not to be construed as equivalent to, or a substitute for, sales or revenues under U.S. GAAP.

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Consolidated Balance Sheets

As of March 31, 2005 and 2004

| | | Millions | Millions of U.S. Dollars | | | |
|---|------|-------------|--------------------------|-------------|------|------------|
| | Mare | ch 31, 2005 | Mar | ch 31, 2004 | Marc | h 31, 2005 |
| ASSETS | | | | | | |
| Current assets: | | | | | | |
| Cash and cash equivalents | ¥ | 453,891 | ¥ | 415,574 | \$ | 4,242 |
| Time deposits | | 10,246 | | 2,690 | | 96 |
| Marketable securities | | 23,154 | | 2,823 | | 216 |
| Receivables—trade | | | | | | |
| Notes and loans | | 307,133 | | 238,213 | | 2,871 |
| Accounts | | 1,355,706 | | 1,178,006 | | 12,670 |
| Associated companies | | 84,884 | | 151,156 | | 793 |
| Allowance for doubtful receivables | | (11,005) | | (8,851) | | (103) |
| Inventories | | 503,767 | | 412,340 | | 4,708 |
| Deferred income taxes | | 39,161 | | 37,613 | | 366 |
| Advance payments to suppliers | | 56,878 | | 51,541 | | 532 |
| Other current assets | | 271,218 | | 140,128 | | 2,535 |
| Total current assets | | 3,095,033 | | 2,621,233 | | 28,926 |
| Investments and long-term receivables: | | | | | | |
| Investments in and advances to associated companies | | 394,618 | | 383,980 | | 3,688 |
| Other investments | | 502,658 | | 468,986 | | 4,698 |
| Long-term receivables | | 620,835 | | 597,461 | | 5,802 |
| Allowance for doubtful receivables | | (45,672) | | (49,957) | | (427) |
| Total investments and long-term receivables | | 1,472,439 | | 1,400,470 | | 13,761 |
| Property and equipment, at cost less accumulated depreciation | | 720,392 | | 768,553 | | 6,732 |
| Prepaid expenses, non-current | | 94,838 | | 98,589 | | 886 |
| Deferred income taxes, non-current | | 10,149 | | 9,369 | | 95 |
| Other assets | | 140,276 | | 114,251 | | 1,311 |
| Total | ¥ | 5,533,127 | ¥ | 5,012,465 | \$ | 51,711 |

¹⁾ The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \(\frac{\pmathbf{Y}}{107} = \text{US} \)1.

2) The Company reclassified Mining rights from "Other assets" to "Property and equipment, at cost less accumulated depreciation" in a manner consistent with the accounting guidance in Emerging Issues Task Force Issue No. 04-02.

Consolidated Balance Sheets

As of March 31, 2005 and 2004

| | | Millions | Millions of U.S. Dollars | | | |
|---|-------|------------|--------------------------|-------------|----------------|--------|
| I IARII ITIES AND SHAREHOI DERS' EOLUTV | | h 31, 2005 | Marc | ch 31, 2004 | March 31, 2005 | |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | | | | | |
| Current liabilities: | | | | | | |
| Short-term debt | ¥ | 412,217 | ¥ | 452,064 | \$ | 3,852 |
| Current maturities of long-term debt | | 438,534 | | 330,622 | | 4,098 |
| Payables-trade | | | | | | |
| Notes and acceptances | | 101,735 | | 107,474 | | 951 |
| Accounts | | 878,952 | | 771,092 | | 8,215 |
| Associated companies | | 18,266 | | 22,829 | | 171 |
| Income taxes | | 20,226 | | 15,890 | | 189 |
| Accrued expenses | | 60,539 | | 61,228 | | 566 |
| Advances from customers | | 85,392 | | 66,232 | | 798 |
| Other current liabilities | | 182,197 | | 99,773 | | 1,703 |
| Total current liabilities | | 2,198,058 | | 1,927,204 | | 20,543 |
| Long-term debt, less current maturities | | 2,213,651 | | 2,218,415 | | 20,688 |
| Accrued pension and retirement benefits | | 11,782 | | 10,895 | | 110 |
| Deferred income taxes, non-current | | 85,708 | | 38,797 | | 801 |
| Minority interests | | 89,037 | | 86,306 | | 832 |
| Shareholders' equity: | | | | | | |
| Common stock | | 219,279 | | 169,439 | | 2,049 |
| Additional paid-in capital | | 238,859 | | 189,621 | | 2,232 |
| Retained earnings | | | | | | |
| Appropriated for legal reserve | | 17,686 | | 17,686 | | 165 |
| Unappropriated | | 442,630 | | 365,894 | | 4,137 |
| | | 460,316 | | 383,580 | | 4,302 |
| Accumulated other comprehensive income (loss) | | 17,083 | | (11,237) | | 160 |
| Treasury stock, at cost | | (646) | | (555) | | (6 |
| Total shareholders' equity | | 934,891 | | 730,848 | | 8,737 |
| Total | ¥ | 5,533,127 | ¥ | 5,012,465 | \$ | 51,711 |

The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \$107=US\$1.

Consolidated Statements of Shareholders' Equity and Comprehensive Income For the years ended March 31, 2005 and 2004

| | | Mill | ions of Y | 'en | Millions | s of U.S. Dollars |
|--|----|--|-----------|--|----------|------------------------------------|
| | Ma | arch 31, 2005 | Ma | rch 31, 2004 | Marc | ch 31, 2005 |
| Common stock: Balance, beginning of period Increase by issuance of new shares of common stock | ¥ | 169,439 49,840 | ¥ | 169,439 - | \$ | 1,583 466 |
| Balance, end of period | ¥ | 219,279 | ¥ | 169,439 | \$ | 2,049 |
| Additional paid—in capital: Balance, beginning of period Increase by issuance of new shares of common stock Gain on sale of treasury stock Balance, end of period | ¥ | 189,621 49,199 39 238,859 | ¥ | 189,548 - 73 189,621 | \$ | 1,772 460 0 2,232 |
| Retained earnings appropriated for legal reserve: | | | | | | |
| Balance, beginning of period Increase | ¥ | 17,686 - | ¥ | 17,686 - | \$ | 165 - |
| Balance, end of period | ¥ | 17,686 | ¥ | 17,686 | \$ | 165 |
| Unappropriated retained earnings: Balance, beginning of period Net income Cash dividends paid Effect of the change in the reporting period of affiliates Balance, end of period | ¥ | 365,894 85,073 (9,070) 733 442,630 | ¥ | 307,781 66,621 (8,508) - 365,894 | \$ | 3,420 795 (85) 7 4,137 |
| | | 112,000 | | 000,001 | Ψ | 1,101 |
| Accumulated other comprehensive income (loss): Balance, beginning of period Other comprehensive income, net of tax Effect of the change in the reporting period of affiliates | ¥ | (11,237) 28,274 46 | ¥ | (64,993) 53,756 | \$ | (105) 264 1 |
| Balance, end of period | ¥ | 17,083 | ¥ | (11,237) | \$ | 160 |
| Treasury stock: Balance, beginning of period (Purchase) disposition of treasury stock, net Balance, end of period | ¥ | (555) (91) (646) | ¥ | (749) 194 (555) | \$ | (5) (1) (6) |
| Disclosure of comprehensive income (loss): Net income for the period | ¥ | 85,073 | ¥ | 66,621 | \$ | 795 |
| Net unrealized holding gains on securities available—for—sale Foreign currency translation adjustments | ¥ | 28,543 755 | ¥ | 79,485 (26,099) | \$ | 267 7 |
| Net unrealized (losses) gains on derivatives Other comprehensive income, net of tax | ¥ | (1,024) 28,274 | ¥ | 370 53,756 | \$ | (10) 264 |
| Comprehensive income for the period | ¥ | 113,347 | ¥ | 120,377 | \$ | 1,059 |

The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \\$107=US\\$1.

Condensed Consolidated Statements of Cash Flows For the years ended March 31, 2005 and 2004

| | | Millions | of Ye | n | Millions | of U.S. Dollars |
|---|---|-----------|-------|------------|----------|-----------------|
| | | 2005 | | 2004 | | 2005 |
| Operating activities: | | | | | | |
| Net income | ¥ | 85,073 | ¥ | 66,621 | \$ | 795 |
| Adjustments to reconcile net income to net cash provided | | | | | | |
| by operating activities: | | | | | | |
| Depreciation and amortization | | 77,967 | | 81,177 | | 729 |
| Provision for doubtful receivables | | 12,896 | | 8,019 | | 121 |
| Impairment losses on long-lived assets | | 29,548 | | 5,178 | | 276 |
| Gain on sale of property and equipment, net | | (11,468) | | (13,320) | | (107) |
| Other than temporary losses on securities | | 8,927 | | 23,237 | | 83 |
| Gain on sale of marketable securities and other investments, net | | (16,339) | | (39,557) | | (153) |
| Gain on issuances of stock by subsidiaries and associated companies | | (12,603) | | _ | | (118) |
| Equity in earnings of associated companies, | | , , , | | | | |
| less dividend received | | (33,238) | | (17,395) | | (311) |
| Changes in operating assets and liabilities, | | | | | | |
| excluding effect of acquisitions and divestitures: | | | | | | |
| Increase in receivables | | (245,975) | | (108, 271) | | (2,299) |
| Increase in inventories | | (90,807) | | (3,449) | | (849) |
| Increase in payables | | 139,720 | | 62,027 | | 1,306 |
| Other, net | | 35,468 | | (2,513) | | 332 |
| Net cash (used in) provided by operating activities | | (20,831) | | 61,754 | | (195) |
| Investing activities: | | | | | | |
| Changes in: | | | | | | |
| Property and equipment | | (61,294) | | (68,274) | | (573) |
| Marketable securities and investments | | (71,605) | | 76,769 | | (669) |
| Loans | | 84,414 | | 48,920 | | 789 |
| Time deposits | | (7,348) | | 514 | | (69) |
| Net cash (used in) provided by investing activities | | (55,833) | | 57,929 | | (522) |
| Financing activities: | | | | | | |
| Changes in: | | | | | | |
| Short-term debt | | (56,911) | | (175,757) | | (532) |
| Long-term debt | | 74,169 | | 160,909 | | 693 |
| Proceeds from issuance of new shares of common stock, | | | | | | |
| net of stock issue expenses | | 98,625 | | _ | | 922 |
| Cash dividends paid | | (9,070) | | (8,508) | | (85) |
| Other,net | | 9,012 | | (226) | | 84 |
| Net cash provided by (used in) financing activities | | 115,825 | | (23,582) | | 1,082 |
| Effect of exchange rate changes on cash and cash equivalents | | (844) | | (4,885) | | (7) |
| Net increase in cash and cash equivalents | | 38,317 | | 91,216 | | 358 |
| Cash and cash equivalents, beginning of period | | 415,574 | | 324,358 | | 3,884 |
| Cash and cash equivalents, end of period | ¥ | 453,891 | ¥ | 415,574 | \$ | 4,242 |

The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \\$107=US\\$1.

Basis of Consolidated Financial Statements

1. Basis of consolidated financial statements

The accompanying consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company and most of its consolidated subsidiaries' accounting records are maintained principally in accordance with accounting practices prevailing in the countries of incorporation. Adjustments to those records have been made to present U.S. GAAP financial information. The significant adjustments include those relating to the accounting for the valuation of certain investment securities, impairment losses on long-lived assets and loans receivable, pension costs, deferred gain on sales of property for tax purposes, accrual of certain expenses and losses, derivative instruments and hedging activities, business combinations, revenue presentation, and deferred taxes.

2. Consolidation and investments in subsidiaries and associated companies

(1) Number of majority-owned subsidiaries: 606

Number of domestic subsidiaries: 196 Number of foreign subsidiaries: 410

See P.2 for more detail of these subsidiaries.

(2) Number of associated companies accounted for by the equity method: 230

Number of domestic associated companies: 80 Number of foreign associated companies: 150

See P.2 for more detail of these associated companies.

3. Summary of significant accounting policies

(1) Marketable securities and other investments

All debt securities and marketable equity securities are classified as either (a) trading securities, which are accounted for at fair value with unrealized gains and losses included in earnings, (b) available-for-sale securities, which are accounted for at fair value with unrealized gains and losses excluded from earnings and reported in a separate component of accumulated other comprehensive income (loss), net of tax, in the accompanying consolidated balance sheets, or (c) held-to-maturity securities, which are accounted for at amortized cost.

Any security classified as either available-for-sale or held-to-maturity is reduced to fair value by a charge to earnings for other than temporary decline in fair value.

(2) Allowance for doubtful receivables

An allowance for doubtful receivables is maintained at the level which, in the judgment of management, is adequate to provide for probable losses that can be reasonably expected.

The Companies maintain a specific allowance for impaired loans. In addition to the specific allowance, an allowance is established for probable losses that are not individually identified but are expected to have occurred that are inherent in portfolios of similar loans, based on internal credit rating system and loss severity from the Companies' past experiences.

(3) Accrued pension and severance liabilities

The Companies have pension plans and/or severance indemnity plans covering substantially all employees other than directors. The costs of these plans are principally accrued based on amounts determined in accordance with the provisions of SFAS No.87 "Employers' Accounting for Pensions".

(4) Derivative financial instruments

The Companies recognize all derivatives as either assets or liabilities in the balance sheets at fair value. Changes in the fair value of derivatives are recorded each period in current earnings or other comprehensive income (loss), depending on whether a derivative is designated as part of a hedge transaction and the type of hedge transaction.

(5) Business combinations, goodwill and other intangible assets

The Companies use the purchase method accounting for all business combinations, in compliance with SFAS No.141, "Business Combinations", and SFAS No.142, "Goodwill and Other Intangible Assets". Goodwill and other intangible assets with an indefinite useful life are no longer amortized but are assessed for impairment.

Segment Information (Condensed) For the years ended March 31, 2005 and 2004

| Operating segments: | | | | Million | s of | Yen | |
|--|---|-----------------|----------------|---------------|------|-------------------|----------------------------|
| 2005: | | | As of March 31 | | | | |
| Segment | | Gross profit | | Net income | | Segment assets | Total trading transactions |
| Metal Products | ¥ | 49,904 | ¥ | 13,294 | ¥ | 472,640 | ¥ 1,096,556 |
| Transportation & Construction Systems | | 113,263 | | 13,500 | | 871,470 | 1,571,179 |
| Machinery & Electric | | 32,176 | | 3,836 | | 457,367 | 1,462,786 |
| Media, Electronics & Network | | 44,089 | | 24,846 | | 374,977 | 448,783 |
| Chemical | | 28,498 | | 4,669 | | 217,234 | 525,677 |
| Mineral Resources & Energy | | 35,155 | | 14,881 | | 497,078 | 1,732,578 |
| Consumer Goods & Service | | 98,922 | | 4,601 | | 325,102 | 776,920 |
| Materials & Real Estate | | 38,672 | | (8,441) | | 606,132 | 385,440 |
| Financial & Logistics | | 17,043 | | 2,768 | | 232,792 | 134,205 |
| Domestic Regional Business Units and Offices | | 41,222 | | 4,701 | | 396,207 | 1,070,653 |
| Overseas Subsidiaries and Branches | | 78,133 | | 22,435 | | 625,377 | 1,318,628 |
| Segment Total | | 577,077 | | 101,090 | | 5,076,376 | 10,523,405 |
| Corporate and Eliminations | | (13,947) | | (16,017) | | 456,751 | (624,807) |
| Consolidated | ¥ | 563,130 | ¥ | 85,073 | ¥ | 5,533,127 | ¥ 9,898,598 |

| | Millions of Yen | | | | | | | | | | |
|--|-----------------|---------|----------------|--------|---|-----------|---|---------------|--|--|--|
| 2004: | | | As of March 31 | | | | | | | | |
| | | Gross | | Net | | Segment | , | Total trading | | | |
| Segment | | profit | | income | | assets | | transactions | | | |
| Metal Products | ¥ | 41,965 | ¥ | 7,600 | ¥ | 390,391 | ¥ | 976,822 | | | |
| Transportation & Construction Systems | | 98,586 | | 9,555 | | 792,960 | | 1,535,512 | | | |
| Machinery & Electric | | 28,235 | | 1,789 | | 435,727 | | 1,329,198 | | | |
| Media, Electronics & Network | | 40,758 | | 7,473 | | 374,952 | | 418,226 | | | |
| Chemical | | 22,791 | | (140) | | 174,866 | | 429,918 | | | |
| Mineral Resources & Energy | | 27,126 | | 7,127 | | 345,682 | | 1,420,501 | | | |
| Consumer Goods & Service | | 90,440 | | 5,789 | | 304,593 | | 831,403 | | | |
| Materials & Real Estate | | 47,830 | | 9,150 | | 615,253 | | 366,971 | | | |
| Financial & Logistics | | 15,675 | | 2,441 | | 193,540 | | 96,626 | | | |
| Domestic Regional Business Units and Offices | | 40,437 | | 1,661 | | 379,277 | | 1,156,594 | | | |
| Overseas Subsidiaries and Branches | | 55,767 | | 7,006 | | 493,258 | | 1,151,742 | | | |
| Segment Total | | 509,610 | | 59,451 | | 4,500,499 | | 9,713,513 | | | |
| Corporate and Eliminations | | (8,278) | | 7,170 | | 511,966 | | (515,631) | | | |
| Consolidated | ¥ | 501,332 | ¥ | 66,621 | ¥ | 5,012,465 | ¥ | 9,197,882 | | | |

| | Millions of U.S.Dollars | | | | | | | | | |
|--|-------------------------|--------|----|--------|----|---------|----|---------------|--|--|
| 2005: | | | | | | | | | | |
| | | Gross | | Net | | Segment | | Total trading | | |
| Segment | | profit | | income | | assets | | transactions | | |
| Metal Products | \$ | 466 | \$ | 124 | \$ | 4,417 | \$ | 10,248 | | |
| Transportation & Construction Systems | | 1,059 | | 126 | | 8,145 | | 14,684 | | |
| Machinery & Electric | | 301 | | 36 | | 4,274 | | 13,671 | | |
| Media, Electronics & Network | | 412 | | 232 | | 3,504 | | 4,194 | | |
| Chemical | | 266 | | 44 | | 2,030 | | 4,913 | | |
| Mineral Resources & Energy | | 329 | | 139 | | 4,646 | | 16,193 | | |
| Consumer Goods & Service | | 925 | | 43 | | 3,038 | | 7,261 | | |
| Materials & Real Estate | | 361 | | (79) | | 5,665 | | 3,602 | | |
| Financial & Logistics | | 159 | | 26 | | 2,176 | | 1,254 | | |
| Domestic Regional Business Units and Offices | | 385 | | 44 | | 3,703 | | 10,006 | | |
| Overseas Subsidiaries and Branches | | 730 | | 210 | | 5,845 | | 12,324 | | |
| Segment Total | | 5,393 | | 945 | | 47,443 | | 98,350 | | |
| Corporate and Eliminations | | (130) | | (150) | | 4,268 | | (5,840) | | |
| Consolidated | \$ | 5,263 | \$ | 795 | \$ | 51,711 | \$ | 92,510 | | |

¹⁾ The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of \(\frac{\pma}{107} = \text{US\$1.} \)

²⁾ Total trading transactions represents the gross transaction volume of trading activities, or the nominal aggregate value of the transactions for which we act as principal or as agent. Total trading transactions is a measure commonly used by Japanese trading companies. It is not to be construed as equivalent to, or a substitute for, sales or revenues under U.S. GAAP.

Marketable securities and other investments

As of March 31,2005 and March 31,2004

| As of March 31, 2005: | | Millions of Yen | | | | | | | | | |
|---------------------------|-----|-----------------|---|---------------------|----------------------|---|------------|--|--|--|--|
| | | Cost | | Unrealized gains | Unrealized losses | | Fair value | | | | |
| Securities classified as: | | | | | | | | | | | |
| Trading | ¥ | 5,183 | ¥ | - - | ¥ - | ¥ | 5,183 | | | | |
| Available-for-sale: | | | | | | | | | | | |
| Equity securities | | 151,294 | | 187,827 | (1,736) | | 337,385 | | | | |
| Debt securities | | 16,949 | | 32 | _ | | 16,981 | | | | |
| Held-to-maturity | | 10,221 | | 54 | | | 10,275 | | | | |
| | _ ¥ | 183,647 | ¥ | 187,913 | ¥ (1,736) | ¥ | 369,824 | | | | |

| As of March 31, 2004: | _ | Millions of Yen | | | | | | | |
|---------------------------|---|-----------------|-----------------------|---------|---|----------------------|---|------------|--|
| | | Cost | Unrealized t gains | | | Unrealized losses | | Fair value | |
| Securities classified as: | | | | | | | | | |
| Trading | ¥ | 237 | ¥ | _ | ¥ | _ | ¥ | 237 | |
| Available-for-sale: | | | | | | | | | |
| Equity securities | | 164,749 | | 138,345 | | (2,965) | | 300,129 | |
| Debt securities | | 1,688 | | 63 | | _ | | 1,751 | |
| Held-to-maturity | | 11,921 | | 16 | | (1) | | 11,936 | |
| | ¥ | 178,595 | ¥ | 138,424 | ¥ | (2,966) | ¥ | 314,053 | |

| As of March 31, 2005: | Millions of U.S. Dollars | | | | | | | | | |
|---------------------------|------------------------------|----|------------------|----|----------------------|----|------------|--|--|--|
| | Cost | | Unrealized gains | | Unrealized losses | | Fair value | | | |
| Securities classified as: | | | | | | | | | | |
| Trading | \$ 48 | \$ | _ | \$ | _ | \$ | 48 | | | |
| Available-for-sale: | | | | | | | | | | |
| Equity securities | 1,414 | | 1,755 | | (16) | | 3,153 | | | |
| Debt securities | 159 | | 0 | | _ | | 159 | | | |
| Held-to-maturity | 96 | | 0 | | _ | | 96 | | | |
| | \$ 1,717 | \$ | 1,755 | \$ | (16) | \$ | 3,456 | | | |

The U.S. Dollar amounts represent translations of Japanese yen amounts at the rate of ¥107=US\$1.