

(Translation)

Share Handling Rules of Sumitomo Corporation
(As amended on April 1, 2012 and enforced on April 1, 2012)

Chapter I. General Provisions

Article 1 (Purposes)

Handling of the shares of Sumitomo Corporation (hereinafter the “Corporation”) and fees thereof shall be governed by the laws and regulations, the rules and the manuals for the share transfer system stipulated by the Japan Securities Depository Center, Inc. (hereinafter the “JASDEC”), provisions stipulated by account management institutions such as securities companies (hereinafter the “Securities Companies”) and these rules pursuant to the Articles of Incorporation of the Corporation.

Article 2 (Registrar of Shareholders)

The registrar of shareholders of the Corporation and its handling office shall be as follows:

Registrar of Shareholders (hereinafter the “Registrar”):

Sumitomo Mitsui Trust Bank, Limited.

4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Handling Office of the Registrar (hereinafter the “Office of the Registrar”):

Stock Transfer Agency Business Planning Department

Sumitomo Mitsui Trust Bank, Limited.

4-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Chapter II. Entry or Recording in the Register of Shareholders

Article 3 (Entry or Recording in the Register of Shareholders)

- 1) Any change to the entries in the register of shareholders shall be made in accordance with the general shareholder notifications and other notifications received from JASDEC (excluding individual shareholder notification (hereinafter the “Individual Shareholder Notification”) set forth in Article 154, Paragraph 3 of the Act on Book-Entry Transfer of Company Bonds, Shares, etc. (hereinafter the “Transfer Law”).
- 2) Other than as set forth in the preceding paragraph, the change to the entries in the register of shareholders shall be made, without the notification from JASDEC, in the event of issuance of new shares and other cases provided under laws and regulations.
- 3) Any entry or recording in the register of shareholders shall be made using the characters and symbols specified by JASDEC.

Chapter III. Notifications

Article 4 (Notifications on Matter Recorded in the Register of Shareholders)

- 1) Shareholders of the Corporation shall notify the Corporation of their names and addresses through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.
- 2) The same notification procedure shall be taken for any changes to the matter recorded pursuant to the preceding paragraph.

Article 5 (Notifications on the Place at which to Receive Notices for Shareholders Residing Outside Japan)

- 1) Shareholders, registered pledgees of shares, and their statutory agents residing outside Japan shall either appoint a standing proxy in Japan or designate a place, in Japan, at which to receive notices from the Corporation, and shall notify the Corporation of the name and address of the standing proxy or the address to receive notices, through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.
- 2) The same notification procedure shall be taken for any changes to or cancellation of the matter recorded pursuant to the preceding paragraph.

Article 6 (Representative of a Corporate Shareholder)

- 1) If a shareholder is a corporation, a notification shall be filed with respect to the title and the name of one (1) representative thereof through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.
- 2) The same notification procedure shall be taken for any changes to the matter recorded pursuant to the preceding paragraph.

Article 7 (Representative of Joint Shareholders)

- 1) Shareholders who jointly own shares shall appoint one (1) representative, and shall file the notification on the name and address of the representative through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.
- 2) The same notification procedure shall be taken for any changes to the matter recorded pursuant to the preceding paragraph.

Article 8 (Statutory Agent)

- 1) A statutory agent such as a person with parental authority or a guardian shall file a notification with the Corporation of its name and address through the Securities Companies

and JASDEC in accordance with the relevant provisions stipulated by JASDEC.

- 2) The same notification procedure shall be taken for any changes to the matter recorded pursuant to the preceding paragraph..

Article 9 (Method for Confirmation via JASDEC)

If a shareholder files a notification with the Corporation through the Securities Companies and JASDEC, such notification shall be deemed to have been filed by the shareholder himself/herself.

Chapter IV. Confirmation of Identification of Shareholders

Article 10 (Confirmation of Identification of Shareholders)

- 1) If a shareholder (including an individual shareholder for whom the Individual Shareholder Notification was made) is to make a request or otherwise exercise shareholder's rights (hereinafter the "Requests, etc."), the shareholder making the Requests, etc. shall attach or submit a document proving that such Requests, etc. are made by the shareholder (hereinafter the "Proof of Identification"). Provided, however, that this clause shall not apply if the Corporation can confirm that the Requests, etc. were made by the shareholder.
- 2) If a shareholder makes the Requests, etc. to the Corporation through the Securities Companies and JASDEC, the Requests, etc. shall be deemed to have been made by the shareholder and no Proof of Identification is required.
- 3) If Requests, etc. are to be made by a proxy, a power of attorney signed or affixed with the name and seal by the shareholder thereon shall be attached to the application for the Requests, etc. in addition to the procedures in the preceding paragraphs 1) and 2). The power of attorney must include the name and address of the appointee.
- 4) If any consent of a curator or assistant will be necessary for making any Requests, etc., a document proving such consent or permission in lieu of consent must be submitted.
- 5) The paragraphs 1) and 2) shall apply *mutatis mutandis* to the proxy.
- 6) The Corporation will not accept the Requests, etc. until it receives such Proof of Identification as required by the Corporation.

Chapter V. Procedures for Exercising Shareholders' Rights

Article 11 (Minority Shareholders' Rights, etc.)

If a shareholder is to directly exercise minority shareholders' rights, etc., set forth in Article 147, Paragraph 4 of the Transfer Law, the shareholder shall do so by a writing signed or affixed with the name and seal, after applying for Individual Shareholder Notification.

Article 12 (Description of Shareholder Suggested Proposals in Reference Materials for Shareholders' Meeting)

If a proposal for an agenda item of a shareholders' meeting is submitted by a shareholder, the length prescribed by the Corporation under Article 93, Paragraph 1 of the Rules for Enforcement of the Companies Act shall be as follows:

- (1) Reason for Proposal: 400 letters/characters for each proposal;
- (2) If the proposal is on appointment of a director/corporate auditor, the matters to be indicated on a reference material for a shareholders' meeting: 400 letters/characters for each candidate.

Article 13 (Method of Requesting the Purchase of Shares less than a Full Voting Unit)

A request for purchase of shares less than a full voting unit (hereinafter the "Shares less than a Full Voting Unit") shall be made to the Corporation through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.

Article 14 (Determination of Purchase Price)

- 1) The purchase price per share for Shares less than a Full Voting Unit under the preceding Article shall be the closing price of the Corporation's stock in the auction market established by the Tokyo Stock Exchange on the day on which the purchase request is delivered to the Office of the Registrar. Provided, however, that if no trading takes place on such day or the Tokyo Stock Exchange is closed on such day, then the purchase price per share shall be the price per share at which the Corporation's stocks are first traded thereafter.
- 2) The purchase price shall be obtained by multiplying the number of shares subject to the purchase request for by the purchase price per share in the preceding paragraph.

Article 15 (Payment of Purchase Money)

- 1) The Corporation shall pay purchase money, which is the amount obtained by deducting the fees prescribed in Article 24 from the purchase price calculated in accordance with the preceding Article, to the shareholder who has requested the purchase of Shares less than a Full Voting Unit on the fourth (4th) business day from the day immediately following the day on which the purchase price is determined in accordance with the relevant provisions stipulated by JASDEC unless otherwise provided for by the Corporation. Provided, however, that the payment of the purchase price shall be made on or before the record date if the purchase price involves a price cum rights such as the right to receive dividends of surplus or distribution of new shares pursuant to share splits.

- 2) The shareholder requesting the purchase may request that the payment of the purchase money be made by wire transfer to a bank account specified by the person or by cash payment through Japan Post Bank Co., Ltd.

Article 16 (Transfer of Shares Purchased)

The Shares less than a Full Voting Unit, for which a request for purchase is made, shall be transferred to the transfer account of the Corporation on the day on which the payment or payment procedure of the purchase money was completed as per the preceding Article.

Article 17 (Method of Requesting the Sale of Shares less than a Full Voting Unit)

If a shareholder who owns Shares less than a Full Voting Unit requests the Corporation to sell the number of shares which, when added to the Shares less than a Full Voting Unit held by such shareholders, will constitute full unit shares (such request hereinafter, the “Request for Sale”), the Request for Sale shall be submitted to the Corporation through the Securities Companies and JASDEC in accordance with the relevant provisions stipulated by JASDEC.

Article 18 (Effective Date of the Request for Sale)

A Request for Sale shall become effective on the day on which it is delivered to the Office of the Registrar.

Article 19 (Request for Sale Exceeding the Balance of Treasury Shares)

If the total number of shares for which the Request for Sale is made on the same day exceeds the number of the treasury shares that are held by the Corporation and that are to be transferred, none of such Requests for Sale made on such day shall become effective.

Article 20 (Determination of the Price of Shares Sold pursuant to Request for Sale)

- 1) The purchase price per share of shares subject to the Request for Sale shall be the closing price of the Corporation’s stock in the auction market established by the Tokyo Stock Exchange on the day on which the relevant Request for Sale becomes effective. Provided, however, that if no trading takes place on such day, or the Tokyo Stock Exchange is closed on such day, the purchase price per share shall be the price per share at which the Corporation’s stocks are first traded thereafter.
- 2) The purchase price of shares to be sold pursuant to the Request for Sale shall be obtained by multiplying the number of shares subject to the Request for Sale by the price per share of shares calculated in the preceding paragraph.

Article 21 (Transfer of Shares Purchased pursuant to the Request for Sale)

In accordance with the relevant provisions stipulated by JASDEC, the Corporation shall apply for a transfer of title with regard to the treasury shares corresponding to the number of shares subject to the Request for Sale, on the day on which the Corporation has confirmed a remittance by the shareholder making the Request for Sale through the Securities Companies of the amount being the sum of the purchase price and the fees prescribed in Article 24 into the bank account designated by the Corporation.

Article 22 (Suspension of Acceptance of Requests for Sale)

- 1) The Corporation will suspend the acceptance of any Requests for Sale during the period commencing on the tenth (10th) business day prior to each of the dates mentioned below through such date.
 - (1) March 31 of each year
 - (2) September 30 of each year
 - (3) Other dates specified by JASDEC, such as record dates for determination of shareholders
- 2) Notwithstanding the preceding paragraph, the Corporation may set other periods during which the acceptance of the Requests for Sale is suspended if the Corporation deems it necessary.

Chapter VI. Exception Regarding Special Accounts

Article 23 (Exception Regarding Special Accounts)

The handling of special accounts [*tokubetsu koza*], including the name identification of shareholders whose special accounts have been opened by the Corporation, shall be governed by the relevant provisions stipulated by JASDEC, as well as those stipulated by account management institutions for special accounts.

Chapter VII. Fees

Article 24 (Fees)

The handling fees pertaining to the request for the purchase of Shares less than a Full Voting Unit and the Request for Sale shall be 0.2% of the purchase price stated in Article 14 or Article 20, respectively.