

(Translation)

Articles of Incorporation

(As amended on September 18, 2018)

 ***Sumitomo Corporation***

(Translation)

ARTICLES OF INCORPORATION OF SUMITOMO CORPORATION

CHAPTER I. GENERAL PROVISIONS

ARTICLE 1. CORPORATE NAME

The name of the Corporation shall be “Sumitomo Shoji Kabushiki Kaisha,” which shall be expressed in English as SUMITOMO CORPORATION or SUMITOMO SHOJI KAISHA, LTD.

ARTICLE 2. LOCATION OF HEAD OFFICE

The Corporation shall have its head office in Chiyoda-ku, Tokyo.

ARTICLE 3. PURPOSES

The Corporation’s purposes are to engage in the following businesses:

1. Exports, import and sales of the following goods and materials;
 - (1) iron, steel, non-ferrous metals and products therefrom; ore and other mineral resources;
 - (2) electrical wires, cables and electrical, electronic or communication devices as well as parts therefor;
 - (3) machinery, instruments, tools (including measuring devices, weighing devices and medical tools), firearms, vehicles, ships and aircrafts and parts therefor;
 - (4) industrial chemicals (including poisonous materials, toxic materials, alcohol and explosives), pharmaceuticals (including pharmaceuticals for animals), quasi drugs, pesticides, synthetic resin, cosmetics, dyes, gases, radioactive isotopes, other chemical products and raw materials therefor;
 - (5) fertilizers, feeding stuff and raw materials therefor;
 - (6) food supplies, oil supplies, food products, salt, tobacco and liquors and other beverages;
 - (7) fibrous raw materials and products therefrom;
 - (8) rubber, leather, pulp, paper, products therefrom and general merchandises;
 - (9) raw materials for pottery, lumber, products therefrom and other civil engineering and construction materials;
 - (10) coal, petroleum (including fuel oil), natural gas, other fuels and products therefrom;
 - (11) animals, plants and other natural products; and
 - (12) other agricultural, forestry, fishery or animal products and industrial products.
2. manufacturing, processing, repairing, maintenance, management, inspection, rental and lease of the materials provided in the preceding Item;
3. sale and purchase of used goods;
4. commission agency business, intermediary business and agency business;
5. damage insurance agency business, insurance agency business under the Automobile Liability Security Act (*Jidousha Songai Baishou Hoshou Hou*) and other insurance agency business, as well as business related to the solicitation of life insurance;
6. damage insurance and life insurance business overseas;
7. warehouse business;
8. land transportation business, marine transportation business, air transport business, forwarding business and agency business therefor;

9. mining, growing agricultural products, forestation, logging, fishing and raising fishery products and stockbreeding;
10. development and sale of biotechnology products;
11. tourism business, hotel business and operation of tourism, leisure, sporting, medical or education facilities and of restaurants;
12. acquisition, disposition, maintenance, management, rental, lease and other use of real estates, and real estate agency business;
13. area development and urban development business as well as contracting, planning, designing and supervision in relation thereto;
14. land, marine and aerial survey and investigation;
15. contracting, planning, designing and supervising civil engineering and constructions and other construction works;
16. production and sale of publications, printed materials and visual materials;
17. processing/provision of information and other information service business, advertising and telecommunication business, as well as wireless and cable television and radio broadcasting business;
18. acquisition, development, maintenance, use, disposition of industrial property rights, copyrights and other intangible property rights and know-how, system engineering and other software and agency business therefor;
19. sale and purchase of the right to emit greenhouse effect gases;
20. lending of money, guaranteeing debts, sale and purchase of credit obligations, currency trading, sale and purchase of securities, and other financial business;
21. credit card business;
22. investment advisory service;
23. worker dispatching business;
24. disposition of ordinary and industrial wastes, and sale of reproduced products therefrom;
25. businesses relating to power generation and water and sewerage treatment;
26. electricity, water and heat supplies;
27. investigation, research and consulting business for those listed in the above Items;
28. any other businesses incidental or related to those listed in the above Items; and
29. businesses not listed in the above Items.

ARTICLE 4. INSTITUTIONS

In addition to the General Meeting of Shareholders and the Directors, the Corporation shall have the following:

1. Board of Directors;
2. Audit & Supervisory Board Members;
3. Audit & Supervisory Board; and
4. Accounting Auditor.

ARTICLE 5. METHOD OF PUBLIC NOTICE

Public notices of the Corporation shall be given electronically. If, due to accident or some other unavoidable reason, electronic publication is not possible, then public notice will be made in the “Nihon Keizai Shimbun.”

CHAPTER II. SHARES

ARTICLE 6. TOTAL NUMBER OF AUTHORIZED SHARES

The total number of shares the Corporation is authorized to issue shall be two billion (2,000,000,000) shares.

ARTICLE 7. REPURCHASE OF TREASURY STOCK

Pursuant to the provisions of Article 165, Paragraph 2 of the Companies Act, the Corporation may, by resolution of the Board of Directors, repurchase its shares through market transactions, etc.

ARTICLE 8. NUMBER OF SHARES IN A VOTING UNIT

The number of shares in one voting unit shall be one hundred (100) shares.

ARTICLE 9. SALE AND DELIVERY OF SHARES TO A FULL VOTING UNIT

Shareholders of the Corporation may, in accordance with the provisions of the Share Handling Rules, request the sale and delivery of shares needed to constitute one voting unit when combined with the number of shares which do not constitute one voting unit already held by such shareholder; provided, however, that the foregoing provision shall not apply when the Corporation does not hold the number of shares of treasury stock requested.

ARTICLE 10. REGISTRAR OF SHAREHOLDERS

- (1) The Corporation shall have a Registrar of Shareholders.
- (2) The Registrar of Shareholders and its place of business shall be decided by resolution of the Board of Directors, and shall be publicly noticed.
- (3) The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Corporation's register of shareholders and the register of stock acquisition rights, as well as other duties relating to the register of shareholders and the register of stock acquisition rights. The Corporation shall not handle such matters at its place of business.

ARTICLE 11. HANDLING OF SHARES

The Corporation's shares and related fees shall be handled in compliance with applicable laws and regulations and the Articles of Incorporation as well as the Share Handling Rules established by the Board of Directors.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

ARTICLE 12. TIME OF CONVOCATION

- (1) An Ordinary General Meeting of Shareholders shall be convened in June each year.
- (2) In addition to the preceding paragraph, an Extraordinary General Meeting of Shareholders may be convened whenever necessary.

ARTICLE 13. DATE OF RECORD FOR ORDINARY GENERAL MEETINGS OF SHAREHOLDERS

The date of record for the right to vote at the Corporation's Ordinary General Meeting of Shareholders shall be March 31 of each year.

ARTICLE 14. CHAIRMAN

At a General Meeting of Shareholders, the President and Chief Executive Officer shall preside as chairman. Should the President and Chief Executive Officer be unable to preside as chairman, a representative shall preside at the meeting in his/her place, in accordance with the order determined in advance by the Board of Directors.

ARTICLE 15. PROVISION OF REFERENCE DOCUMENTS FOR GENERAL MEETINGS OF SHAREHOLDERS VIA THE INTERNET

The Corporation may, in accordance with the Ordinances of the Ministry of Justice, use the Internet to furnish shareholders with reference documents for a General Meeting of Shareholders, business reports, non-consolidated and consolidated financial statements, or other information that should be displayed or described therein, and such information may be deemed to have been furnished to shareholders.

ARTICLE 16. RESOLUTIONS

- (1) Unless otherwise provided for in applicable laws and regulations or the Articles of Incorporation, a resolution at a General Meeting of Shareholders shall be adopted by a majority vote of the attending shareholders eligible to exercise their voting rights.
- (2) Any resolution set forth in Article 309, Paragraph 2 of the Companies Act shall be adopted by a two-thirds majority vote of the shareholders present at a meeting attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.

ARTICLE 17. EXERCISE OF VOTING RIGHT BY PROXY

A shareholder may exercise his/her voting rights by a single proxy. The proxy must be a shareholder of the Corporation and the proxy or the shareholder must show the Corporation his/her power of attorney.

CHAPTER IV. DIRECTORS, BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

ARTICLE 18. ELECTION OF DIRECTORS

- (1) A resolution for the election of Directors shall be adopted by a majority vote of the shareholders present at a General Meeting of Shareholders attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.
- (2) A resolution for the election of Directors shall not be adopted based on cumulative voting.

ARTICLE 19. TERM OF OFFICE OF DIRECTORS

The term of office of a Director shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within the one (1) year period from the time of the election of such Director.

ARTICLE 20. REPRESENTATIVE DIRECTORS AND EXECUTIVE DIRECTORS

- (1) The Board of Directors shall elect one or more Representative Directors by its resolution.
- (2) The Board of Directors may appoint the Chairman of the Board of Directors by its resolution.

ARTICLE 21. MEETINGS OF THE BOARD OF DIRECTORS

- (1) A meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors, and he/she shall preside as chairman at the meeting. Should no Chairman of the Board of Directors have been appointed, or should the Chairman of the Board of Directors be unable to act, another Director shall act in his/her place, in accordance with the order determined in advance by the Board of Directors.
- (2) Notice of a meeting of the Board of Directors shall be given to each Director and Audit & Supervisory Board Member three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.

- (3) When the requirements of Article 370 of the Companies Act have been met, the Corporation shall deem that a resolution by the Board of Directors has been adopted.

ARTICLE 22. REMUNERATION FOR DIRECTORS

Directors' remuneration, bonuses, and other financial benefits received from the Corporation in consideration of the performances of duties rendered to the Corporation (hereinafter collectively referred to as "Remuneration") shall be determined by resolution of the General Meeting of Shareholders.

ARTICLE 23. EXEMPTION OF DIRECTORS FROM LIABILITY

- (1) To the extent provided for by applicable laws and regulations, the Corporation may exempt the Directors from liability by resolution of the Board of Directors.
- (2) The Corporation may enter into such an agreement with the Director (excluding executive director, etc.) that limits, to the extent provided for by applicable laws and regulations, the liability of such Director.

ARTICLE 24. EXECUTIVE OFFICERS

- (1) The Board of Directors shall appoint Executive Officers and assign the execution of a portion of the Corporation's operations to them by its resolution.
- (2) The Board of Directors may appoint a President and Chief Executive Officer, Executive Vice Presidents, Senior Managing Executive Officers, Managing Executive Officers and other titled Executive Officers.

CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD

ARTICLE 25. ELECTION OF AUDIT & SUPERVISORY BOARD MEMBERS

A resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority vote of the shareholders present at a General Meeting of Shareholders attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.

ARTICLE 26. TERM OF OFFICE OF AUDIT & SUPERVISORY BOARD MEMBERS

- (1) The term of office of a Audit & Supervisory Board Member shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within four (4) year period from the time of the election of such Audit & Supervisory Board Member.
- (2) The term of office of a Audit & Supervisory Board Member who has been selected as a replacement for a Audit & Supervisory Board Member who retired prior to the completion of his/her term of office shall continue for the remaining term of such retired Audit & Supervisory Board Member.

ARTICLE 27. FULL-TIME AUDIT & SUPERVISORY BOARD MEMBERS AND SENIOR AUDIT & SUPERVISORY BOARD MEMBERS

- (1) The Audit & Supervisory Board shall elect one or more Full-Time Audit & Supervisory Board Members by its resolution.
- (2) The Audit & Supervisory Board may elect one or more Senior Audit & Supervisory Board Members by its resolution.

ARTICLE 28. MEETINGS OF THE AUDIT & SUPERVISORY BOARD

- (1) A meeting of the Audit & Supervisory Board shall be convened by a Audit & Supervisory Board Member determined in advance by the Audit & Supervisory Board, provided that this shall not preclude another Audit & Supervisory Board Member from convening a meeting.
- (2) The Audit & Supervisory Board Member who convened the meeting of the Audit & Supervisory Board under the preceding paragraph shall preside as chairman of the meeting.
- (3) Notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.

ARTICLE 29. REMUNERATION FOR AUDIT & SUPERVISORY BOARD MEMBERS

Audit & Supervisory Board Members' Remuneration shall be determined by the resolution of the General Meeting of Shareholders.

ARTICLE 30. EXEMPTION OF AUDIT & SUPERVISORY BOARD MEMBERS FROM LIABILITY

- (1) To the extent provided for by applicable laws and regulations, the Corporation may exempt the Audit & Supervisory Board Members from liability by resolution of the Board of Directors.
- (2) The Corporation may enter into such an agreement with the Audit & Supervisory Board Member that limits, to the extent provided for by applicable laws and regulations, the liability of such Audit & Supervisory Board Member.

CHAPTER VI. ACCOUNTING

ARTICLE 31. BUSINESS YEAR

The business year of the Corporation shall commence on April 1 of each year and end on March 31 of the following year.

ARTICLE 32. DISTRIBUTION OF RETAINED EARNINGS

- (1) The Corporation may, by resolution of the General Meeting of Shareholders, pay year-end dividends to its shareholders or registered pledgees of shares who are recorded on the register of shareholders as of March 31 of the applicable business year.
- (2) In addition to the preceding Paragraph, the Corporation may, by resolution of the Board of Directors, pay interim dividends to its shareholders or registered pledgees of shares who are recorded on the register of shareholders as of September 30 of the applicable business year.

ARTICLE 33. PRESCRIPTION PERIOD

The Corporation shall have no obligation to pay any ordinary or interim dividend that has remained unclaimed for a period of three (3) full years from the date of commencement of such payment.

SUMITOMO CORPORATION