



April 30, 2021

Sojitz Corporation
Masayoshi Fujimoto, President & CEO
(TSE Code: 2768; TSE First Section)
For questions, contact:
Yoichi Yanagisawa, PR Dept.
TEL 03-6871-3404

Notice Regarding Share Consolidation

Sojitz Corporation (“the Company” or “we”) hereby announces that that Board of Directors held on April 30, 2021, resolved to propose share consolidation in the agenda for the 18th Ordinary General Meeting of Shareholders to be held on June 18, 2021 (the “Ordinary General Meeting of Shareholders”).

1. Purpose of the Share Consolidation

The shares of common stock will be consolidated on the basis of one post-consolidation share per five pre-consolidation shares (“the Share Consolidation”).

The Share Consolidation intends to address the situation that the Company’s current share price of 307 yen, and its Trading Unit* 30,700 yen (as of April 28 ,2021) is significantly below the desirable Trading Unit range of 50,000 yen to 500,000 yen designated by the Tokyo Stock Exchange’s Securities Listing Regulations.

*Trading Unit: the number of shares that is used as the acceptable quantity for trading on the Tokyo Stock Exchange.

2. Details of the Share Consolidation

- i. Class of shares to be consolidated
Common Stock
- ii. Consolidation rate
One post-consolidation share per five pre-consolidation shares based on the shares owned by the shareholders recorded in the shareholder register as of September 30, 2021.
- iii. Effective date
October 1, 2021
- iv. Total number of Authorized Shares
500,000,000 shares
As a result of the Share Consolidation, the Company will be deemed to have amended its Articles of Incorporation regarding the above-mentioned total number of authorized shares

as of the effective date of the Share Consolidation pursuant to Article 182, Paragraph 2 of Japan's Companies Act.

- v. Number of shares to be reduced by the consolidation (Number of shares to be reduced by the consolidation could be changed)

Total number of issued shares before the consolidation as of March 31, 2021	1,251,499,501
Number of shares to be reduced by the consolidation	1,001,199,601
Total number of issued shares after the consolidation	250,299,900

(Note) "Number of shares to be reduced by the consolidation" and "Total number of issued shares after the consolidation" are theoretical figures based on the total number of issued shares before the consolidation and the consolidation rate.

3. Number of shareholders to be reduced by the consolidation

Assuming the Company's shareholder composition is unchanged from March 31, 2021, the number of shareholders would be as follows:

	Number of shareholders		Number of shares owned	
All shareholders	214,354	(100.00%)	1,251,499,501	(100.00%)
Shareholders owning fewer than 5 shares	6,247	(2.91%)	11,901	(0.00095%)
Shareholders owning 5 to fewer than 100 shares	12,415	(5.79%)	283,191	(0.023%)
Shareholders owning 100 to fewer than 500 shares	98,099	(45.76%)	17,919,362	(1.432%)
Shareholders owning 500 shares or more	97,593	(45.53%)	1,233,285,047	(98.54%)

After the Share Consolidation, 6,247 shareholders who own fewer than 5 shares would lose their status as shareholders.

In addition, the 98,099 shareholders who own 100 to fewer than 500 shares would lose the opportunity to buy and sell the shares on the exchange market as well as lose voting rights at general meetings of shareholders.

Pursuant to Article 194, Paragraph 1 of Japan's Companies Act and Article 8 of the Articles of Incorporation, any shareholder may request that the Company sell a number of shares to the extent that they constitute one Trading Unit together with the number of shares less than one Trading Unit owned by them. Alternatively, pursuant to Article 192, Paragraph 1 of Japan's Companies Act, any shareholder may request the Company to buy back shares less than one Trading Unit. Shareholders are advised to contact a securities company with an account to hold our shares or the Company's shareholder register administrator.

4. Cases of fractions of less than one share

In the event the Share Consolidation generates fractions of shares less than one share, the fractions shall be collectively disposed in accordance with Japan's Companies Act, and the shareholders who own fractions of less than one share shall be paid for the disposition value in proportion to the amount

of the fractions.

5. Conditions for the Share Consolidation

The Share Consolidation will take place on the condition that the proposal concerning the share consolidation is approved at the Ordinary General Meeting of Shareholders.

End of document

Appendix: (Reference) Q&A regarding the Share Consolidation

(Reference) Q&A regarding the Share Consolidation

Q1. What is a share consolidation?

A1. Share consolidation means combining multiple shares into a smaller number of shares, as set forth in Japan's Companies Act. The Company plans to consolidate five shares of common stock into one share.

Q2. What is the purpose of the Share Consolidation?

A2. As of April 28, 2021, the current share price of the Company, 307 yen, and its Trading Unit, 30,700 yen, is far below the desirable Trading Unit range of 50,000 yen to 500,000 yen designated by the TSE's Securities Listing Regulations.

In order to address this situation, we have decided to consolidate the shares on the basis of one post-consolidation share per five pre-consolidation shares and are seeking approval by the shareholders at the Ordinary General Meeting of Shareholders.

Q3. What will happen to the number of shares I own and my voting rights?

A3. After the Share Consolidation, shareholders will have one-fifth the number of their shares which are recorded in the register of shareholders as of September 30, 2021 (fractions less than one share shall be rounded down). The number of voting rights shall be allotted on the basis of one per 100 shares owned after the Share Consolidation. Below are examples for the number of shares and the voting rights that shareholders will own.

	Pre-Share Consolidation		Post-Share Consolidation		
	Number of shares owned	Number of voting rights	Number of shares owned	Number of voting rights	Fractional shares
Example 1	10,000 shares	100	2,000 shares	20	0
Example 2	6,600 shares	66	1320 shares	13	0
Example 3	1,234 shares	12	246 shares	2	0.8 shares
Example 4	500 shares	5	100 shares	1	0
Example 5	123 shares	1	24 shares	0	0.6 shares
Example 6	40 shares	0	8 shares	0	0
Example 7	4 shares	0	0	0	0.8 shares

- In a case similar to Examples 1 or 4 :No specific procedure is needed.
- In a case similar to Examples 3, 5 or 7 :The fractions shall be collectively disposed in accordance with Japan's Companies Act, and the shareholders who own fractions of less than one share shall be paid for the disposition value in proportion to the amount of the fractions. Notifications of payment are planned in around October 2021, and will be sent directly to the shareholders.
- In a case similar to Example 7 :The Share Consolidation will reduce all of the shares to a fraction and you will lose the opportunity to hold

those shares.

- In a case similar to Examples 2, 3, 5 or 6 :It is possible to avoid shares less than one Trading Unit -20 for Example 2, 46 for Example 3, 24 for Example 5 and 8 for Example 6 that occur as a result of the Share Consolidation, by using the program to sell back shares less than one Trading Unit or the program to purchase additional shares up to one Trading Unit.

Any shareholders can avoid disposal of fractions by selling back shares less than one Trading Unit or purchasing additional shares up to one Trading Unit before the effective date of the Share Consolidation. For more information on this program, please contact your securities company with an account to hold our shares or the Company's shareholder register administrator listed at the end of this document.

Any shareholders can use the "purchase of shares less than one unit" system and the additional purchase of shares less than one unit" system without any commission to the Company.

Q4. The Share Consolidation will reduce the number of shares, but will it have any effect on the asset value?

A4. The Share Consolidation will reduce the aggregate number of shares owned by shareholders to one-fifth of the previous number, but the Company's assets and capital will remain unchanged after the Share Consolidation. As such, the asset value per share will become five times larger than prior to the Share Consolidation. This means that aside from fluctuations in the stock market or any other such factors, the Share Consolidation will not have any effect on the asset value of the shares which shareholders own. The share price after the Share Consolidation will theoretically become five times higher than before the Share Consolidation.

Q5. The Share Consolidation will reduce the number of shares, but will it have any effect on dividends?

A5. The Share Consolidation will reduce the aggregate number of shares owned by shareholders to one-fifth of the previous number, but we plan to adjust dividends per share in order to avoid any changes in the economic value for shareholders. The Share Consolidation should have no impact on the total amount of dividends for shareholders.

(Reference)

Calculation based on cash dividend forecast as of FY2021, released on April 30, 2021

Pre-Share Consolidation:

500 shares × 7 yen (year-end cash dividend per share) = 3,500 yen (pretax cash dividends)

Post-Share Consolidation:

100 shares × 35 yen (year-end cash dividend per share) = 3,500 yen (pretax cash dividends)

Q6. What can I do to avoid having fractions of shares less than one share as a result of the Share Consolidation?

A6. Any shareholder can avoid disposal of fractions by selling back shares less than one Trading Unit or purchasing additional shares of up to one Trading Unit before the share consolidation takes effect. For more information on this program, please contact a securities company with an account to hold our shares or the Company's shareholder register administrator.

Any shareholders can use the “purchase of shares less than one unit” system and the additional purchase of shares less than one unit” system without any commission to the Company.

Q7. Will it be possible to sell back shares less than one Trading Unit or purchase additional shares up to one Trading Unit even after the share consolidation?

A7. Shareholders who own shares less than one Trading Unit may sell back shares of less than one Trading Unit or purchase additional shares up to one Trading Unit after the share consolidation in the same way as before the share consolidation. For more information on this program, please contact a securities company with an account to hold our shares or the Company’s shareholder register administrator.

Q8. What will happen to the Trading Unit (the smallest possible investment amount)?

A8. To give an example based on the closing share price of 307yen on April 28, 2021, on the Tokyo Stock Exchange, the Trading Unit before and after the Share Consolidation would be as follows:

Pre-Share Consolidation: 307 yen per share × 100 shares = 30,700 yen

Given this share price, the Trading Unit should theoretically be as follows:

Post-Share Consolidation: 1,535 yen per share × 100 shares = 153,500 yen

*The share price after the Share Consolidation will theoretically become five times higher than the share price before the Share Consolidation.

Q9. What is the schedule going forward?

A9. The planned schedule is as follows:

April 30, 2021	Date of the Board of Directors
June 18, 2021 (scheduled)	Date of Ordinary General Meeting of Shareholders
September 30, 2021 (scheduled)	Record date of Share Consolidation
October 1, 2021 (scheduled)	Effective date of Share Consolidation
October, 2021 (scheduled)	The date to send a notice of allotment of consolidated shares to shareholders
November 2021 (scheduled)	The date to start paying for disposed fractions

Contact Information

Shareholder register administrator: Mitsubishi UFJ Trust and Banking Corporation

Contact address: Shintokyo Post Office, P.O. box No.29, 137-8081,
Corporate Agency Division, Mitsubishi UFJ Trust and Banking Corporation
Telephone 0120-232-711 (toll-free, from Japan only)
Open 9:00 a.m. to 5:00 p.m.
(Tokyo time, excluding weekends and national holidays)