

(Translation)

Share Handling Regulations



ITOCHU Corporation

Share Handling Regulations

CHAPTER I . GENERAL PROVISIONS

Article 1. (Purpose of the regulations)

The procedures to exercise shareholder's rights in the Company and other handling of shares shall be governed according to the provisions stipulated in these regulations based on the Articles of Incorporation in addition to being governed according to the provisions stipulated by the Japan Securities Depository Center, Inc. (hereinafter "JASDEC") and securities companies and other account management institutions where shareholders have opened transfer accounts (hereinafter "Securities Company etc.").

Article 2. (Shareholder Register Administrator)

The Company's shareholder register administrator and its administrative office are as follows.

Shareholder register administrator:	Sumitomo Mitsui Trust Bank, Limited 4-1 Marunouchi 1-Chome, Chiyoda-ku, Tokyo
Administrative office:	Stock Transfer Agency Business Planning Dept. Sumitomo Mitsui Trust Bank, Limited 4-1 Marunouchi 1-Chome, Chiyoda-ku, Tokyo

CHAPTER II. RECORDS IN THE SHAREHOLDER REGISTER

Article 3. (Records in the Shareholder Register)

1. Changes to the matters described in the shareholder register shall be made through a notice from JASDEC such as a general shareholder notice (excluding notices (hereinafter "Individual Shareholder Notices") stipulated in Article 154, Paragraph 3 of the Act on Book-entry Transfer of Company Bonds and Shares (hereinafter "Book-entry Act")).
2. In addition to the preceding paragraph, in the event of a new share issue or other case stipulated by laws/ordinances, the matters described in the shareholder register shall be recorded or changed without a notice from JASDEC.
3. The shareholder register shall be recorded using the characters and symbols designated by JASDEC.

Article 4. (Notifications Concerning Matters Described in the Shareholder Register)

Shareholders shall provide a notification of their names and addresses through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC. The same shall also apply in the event of changes.

Article 5. (Representatives of Corporations)

If the shareholder is a corporation, it shall provide a notification of a representative of it through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC. The same shall also apply in the event of changes.

Article 6. (Representatives of Joint Shareholders)

Shareholders who jointly own shares shall establish a representative and shall then provide notification of his/her name and address through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC. The same shall also apply in the event of changes.

Article 7. (Legal Representative)

Parents, guardians and other legal representatives of shareholders shall provide notification of their names and addresses through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC. The same shall also apply in the event of changes and cancelations.

Article 8. (Notifications of the Place to Receive Notices for Foreign Resident Shareholders)

1. Shareholders who reside overseas or their legal representatives shall appoint a standing proxy in Japan or a place to receive notices in Japan.
2. The name and address of the standing proxy or the place to receive notices in the preceding paragraph shall be notified through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC. The same shall also apply in the event of changes and cancelations.

Article 9. (Method of Confirmation via JASDEC)

In the event a notification in the preceding five articles is submitted through a Securities Company etc. or JASDEC, it shall be deemed that there has been a notification from the shareholder, legal representative or a party with the authority to make such notifications.

Article 10. (Registered Share Pledgees)

The provisions in this section shall apply mutatis mutandis to registered share pledgees.

CHAPTER III. SHAREHOLDER CONFIRMATION

Article 11. (Shareholder Confirmation)

1. In the event a shareholder (including shareholders who have made an Individual Shareholder Notice) makes a request, exercises other shareholder rights or submits a notification (hereinafter “Request etc.”), the said shareholder shall attach or provide documents that prove the said shareholder has made the said Request etc. (hereinafter “Documents of Proof etc.”). However, this shall not apply in the event the Company can confirm the said shareholder has made the Request etc.
2. In the event a Request etc. from a shareholder to the Company is made through a Securities Company or JASDEC, it shall be deemed that the said shareholder has made the Request etc. and it shall be possible to do that without the need for Documents of Proof etc.
3. In the event a Request etc. is made by a proxy, in addition to the procedures in the preceding two paragraphs, a letter of proxy signed or sealed by the shareholder (if the Company deems it necessary, a letter or attorney, seal registration certificate and other documents which prove the authenticity of the establishment of that) shall be attached. The letter of proxy shall describe the name and address of the mandatary.
4. Paragraph 1 and Paragraph 2 shall apply mutatis mutandis to proxies.
5. The Company may withhold the acceptance of a Request etc. until the completion of the confirmation according to the provisions in Paragraph 1, Paragraph 3 and Paragraph 4 in regards to the party making the Request etc.

CHAPTER IV. PROCEDURES TO EXERCISE SHAREHOLDER’S RIGHTS

Article 12. (Document Issuance Requests and Statements of Objection)

Requests for the issuance of the general meeting of shareholder reference documents or other documents that describe the electronic provisions measure matters stipulated in Article 325, Paragraph 5 (1) of the Companies Act (hereinafter “Document Issuance Request”) and statements of objection stipulated in Article 325, Paragraph 5 (5) of the Companies Act shall be made in writing. However, a Document Issuance Request through a Securities Company etc. or JASDEC shall be made according to the provisions stipulated by the Securities Company etc. or JASDEC.

Article 13. (Procedures to Exercise Minority Shareholder’s Rights)

The minority shareholder rights stipulated in Article 147, Paragraph 4 of the Book-entry Act shall be directly exercised to the Company by attaching an Individual Shareholder Notice receipt with a document that has been signed or sealed.

Article 14. (Descriptions in General Meeting of Shareholder Reference Documents for Proposals Submitted by Shareholders)

In the event a general meeting of shareholders proposal is submitted by a shareholder, the limit on the characters for the description of that stipulated by the Company according to Article 93, Paragraph 1 of the Companies Act Enforcement Ordinance shall be as follows.

- (1) Reason for the Proposal
- (2) 400 characters for each proposal
- (3) Matters to Be Described in the General Meeting of Shareholder Reference Documents in the Event the Submitted Proposal is for the Election of Officers
400 characters for each candidate

CHAPTER V. PURCHASE OF SHARES OF LESS THAN ONE UNIT

Article 15. (Method of Requesting the Purchase of Shares of Less Than One Unit)

The purchase of shares of less than one unit shall be requested through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC.

Article 16. (Determination of the Purchase Price)

1. The purchase unit price for a purchase request shall be the final price in the regular trading session established by the Tokyo Stock Exchange on the day the purchase request reaches the shareholder register administrative office stipulated in Article 2. However, if there are no trading transactions on that day or if that day is a holiday of the exchange, the purchase unit price shall be the price established by the first trading transaction after that.
2. The purchase price shall be the amount obtained by multiplying the number of shares requested for purchase by the purchase unit price according to the preceding paragraph.

Article 17. (Payment of the Purchase Price)

1. The Company shall pay the purchase price on the fourth business day following the day on which the purchase unit price is determined according to the provisions stipulated by JASDEC except in the event otherwise stipulated by the Company. However, if the purchase price is a price that comes with rights such as for dividends of surplus or stock splits, the purchase price shall be paid by the record date.
2. The purchase requester may request the payment of the purchase price through a transfer or Japan Post Bank cash payment to the designated bank account.

Article 18. (Transfer of Purchased Shares)

Shares of less than one unit for which a purchase request has been received shall be transferred to the transfer account of the Company on the day on which the payment of the purchase price or the payment procedures according to the preceding article have been completed.

CHAPTER VI. ADDITIONAL PURCHASE OF SHARES OF LESS THAN ONE UNIT

Article 19. (Method of Requesting the Additional Purchase of Shares of Less Than One Unit)

If a shareholder with shares of less than one unit requests to sell a number of shares that, together with shares of less than one unit held by the shareholder, constitutes a unit share (hereinafter “Request for the Additional Purchase of Shares”), that shall be done through a Securities Company etc. or JASDEC according to the provisions stipulated by JASDEC.

Article 20. (Requests for the Additional Purchase of Shares Exceeding the Remaining Treasury Shares)

If the total number of shares of Requests for the Additional Purchase of Shares made on the same day exceeds the number of treasury shares held by the Company to be transferred (excluding the number of treasury shares held for specified purposes), all the Requests for the Additional Purchase of Shares on that day shall not take effect.

Article 21. (Effective Date of Requests for the Additional Purchase of Shares)

A request for the Additional Purchase of Shares shall take effect on the day when the purchase request reaches the shareholder register administrative office stipulated in Article 2.

Article 22. (Determination of the Price for the Additional Purchase of Shares)

1. The price for the additional purchase of shares shall be the final price in the regular trading session established by the Tokyo Stock Exchange on the effective date of the Request for the Additional Purchase of Shares. However, if there are no trading transactions on that day or if that day is a holiday of the exchange, the price for the additional purchase of shares shall be the price established by the first trading transaction after that.
2. The purchase price shall be the amount obtained by multiplying the number of additional shares requested for purchase by the price for the additional purchase of shares according to the preceding paragraph.

Article 23. (Transfer of Additional Purchased Shares)

Treasury shares equivalent to the number of shares for which a Request for the Additional Purchase of Shares has been received shall be subject to an application for a transfer to the transfer savings account of the shareholder that made the Request for the Additional Purchase of Shares on the day on which it is confirmed that the price for the additional purchase of shares has been transferred to the bank deposit account designated by the Company through a Securities Company etc. by the shareholder that made the Request for the Additional Purchase of Shares according to the provisions stipulated by JASDEC.

Article 24. (Periods of Suspension of Acceptance of Requests for the Additional Purchase of Shares)

1. The Company shall suspend the acceptance of Requests for the Additional Purchase of Shares from ten (10) business days before the days listed following every year until those applicable days.
2. March 31
3. September 30
4. Other shareholder settlement days stipulated by JASDEC etc.
5. Notwithstanding the provisions in the preceding paragraph, if the Company deems it necessary, it shall be possible to establish a separate period of suspension of acceptance of Requests for the Additional Purchase of Shares.

CHAPTER VII. Special Provisions for Special Accounts

Article 25. (Special Provisions for Special Accounts)

The identity verification of shareholders who have opened a special account and other handling relating to special accounts shall be governed according to the provisions stipulated by the special account management institution in addition to the provisions of JASDEC.

END

Share Handling Regulations of ITOCHU Corporation were enacted on November 29, 1961 and amended on the following dates:

Nov. 7, 1962
Apr. 1, 1967
Mar. 23, 1971
Aug. 10, 1972
Oct. 1, 1974
Jan. 1, 1978
Sep. 7, 1982
Feb. 13, 1989
June 1, 1989
Oct. 2, 1991
Oct. 1, 1999
Apr. 1, 2000
May. 25, 2000
Dec. 4, 2000
Oct. 1, 2001
May. 15, 2002
Apr. 1, 2003
July 1, 2003
Dec. 5, 2003
July 1, 2005
June 21, 2006
Jan. 5, 2009
Apr. 1, 2012
Sep. 1, 2022