

[Translation]

**Cover**

**Document filed:** Amendment Report to Extraordinary Report  
**Submitted to:** Director-General of the Kanto Local Finance Bureau  
**Filing date:** October 28, 2010  
**Company name:** Chuo Mitsui Trust Holdings Kabushiki Kaisha  
**English name of company:** Chuo Mitsui Trust Holdings, Inc. (the “Company”)  
**Representative’s name and title:** Kazuo Tanabe, President  
**Location of head office:** 33-1, Shiba 3-chome Minato-ku, Tokyo  
**Telephone number:** 03 (5445) 3500 (main switchboard)  
**Name of contact person:** Keisuke Suzuki, Deputy General Manager, General Planning Department  
**Nearest place to contact:** 33-1, Shiba 3-chome Minato-ku, Tokyo  
**Telephone number:** 03 (5445) 3500 (main switchboard)  
**Name of person in charge:** Keisuke Suzuki, Deputy General Manager, General Planning Department  
**Places where a copy of this document is available for public inspection:**  
Tokyo Stock Exchange  
(2-1, Nihonbashi Kabutocho, Chuo-ku, Tokyo)  
Osaka Securities Exchange  
(8-16, Kitahama 1-chome, Chuo-ku, Osaka)  
Nagoya Stock Exchange  
(8-20, Sakae 3-chome, Naka-ku, Nagoya)

## **1 Reason for filing the report**

The Company resolved at its board of directors meeting held on November 6, 2009, to execute a basic agreement with The Sumitomo Trust and Banking Company, Limited. (“STB”) aimed at carrying out management integration, scheduled for April, 2011 on condition of such matters as the approval of the shareholders meeting and the permission of the relevant authorities, through a share exchange. In accordance with this resolution, an Extraordinary Report was filed on November 6, 2009 under the provisions of Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 6-2 of the Cabinet Office Ordinance Concerning Disclosure of Corporate Affairs and others.

The Amendment Report to Extraordinary Report was filed under the provisions of Article 24-5, Paragraph 5 of the Financial Instruments and Exchange Act as a result of the “Share Exchange Agreement” being executed with STB on August 24, 2010 in accordance with a resolution adopted at the Company board of directors meeting of the same date.

The present document is an Amendment Report to Extraordinary Report filed under the provisions of Article 24-5, Paragraph 5 of the Financial Instruments and Exchange Act as a result of a “Memorandum on Share Exchange Agreement” being executed with STB on October 28, 2010 in accordance with a resolution adopted at the Company board of directors meeting of the same date.

## **2 Matters to be amended**

Text of the Extraordinary Report:

- (3) Method of share exchange, details of allotment for the share exchange and other details of the share exchange agreement

Other details of the share exchange agreement

Attachments to the Extraordinary Report:

Attachment 1          Share Exchange Agreement

## **3 Parts to be amended**

Parts to be amended have been underlined.

Text of the Extraordinary Report:

(3) Method of share exchange, details of allotment for the share exchange and other details of the share exchange agreement

Other details of the share exchange agreement

Before Amendment:

The details of the share exchange agreement executed between STB and the Company are set out in Attachment 1.

After Amendment:

The details of the share exchange agreement executed between STB and the Company are set out in Attachment 1-1 of the Share Exchange Agreement and Attachment 1-2 of the “Memorandum on Share Exchange Agreement”.

Attachments of the Extraordinary Report

Before Amendment:

Attachment 1

Share Exchange Agreement

[omitted]

After Amendment:

Attachment 1-1

Share Exchange Agreement

[omitted]

Attachment 1-2

Memorandum on Share Exchange Agreement

Chuo Mitsui Trust Holdings, Inc. (“CMTH”) and the Sumitomo Trust and Banking Company, Limited. (“STB”) have entered into this Memorandum on Share Exchange Agreement (this “Memorandum”) as of October 28, 2010 as follows regarding the share exchange agreement dated August 24, 2010 between CMTH and STB (the “Share Exchange Agreement”). Unless otherwise provided for in this Memorandum, the terms used in this Memorandum have the meaning set forth in the Share Exchange Agreement.

**Article 1 Composition of Officers of CMTH as of the Effective Date**

Pursuant to Paragraph 2 of Article 9 of the Share Exchange Agreement, CMTH and STB agree on the composition of officers of CMTH as of the Effective Date as described below.

(1) Directors

Chairman	Hitoshi Tsunekage
President	Kazuo Tanabe
Director	Jun Okuno
Director	Kiyoshi Mukohara
Director	Kunitaro Kitamura
Director	Akio Otsuka
Director	Nobuo Iwasaki
Director	Junichi Sayato
Director	Shinji Ochiai
Director	Tetsuo Ohkubo

(2) Corporate auditors

Auditor	Teruhiko Sugita
Auditor	Tetsuo Amano
External auditor	Hitoshi Maeda
External auditor	Hiroyuki Nakanishi
External auditor	Toshio Hoshino
External auditor	Yasuhiko Takano

**Article 2 Continuation of Composition of Officers**

Unless there are any special circumstances, CMTH and STB agree that the directors to be elected at the general meeting of shareholders of CMTH scheduled to be held in June 2011 are as provided for in Article 1 and that CMTH proposes an agenda item for election of officers for that purpose.

**Article 3 Relationship with the Share Exchange Agreement**

This Memorandum constitutes part of, and is not severable from, the Share Exchange Agreement as agreement set forth in Paragraph 2 of Article 9 of the Share Exchange Agreement.

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IN WITNESS WHEREOF, the parties hereto have executed two (2) copies of this Memorandum and, upon signing and sealing hereof, each of CMTH and STB retains one (1) copy hereof.

October 28, 2010

CMTH: Chuo Mitsui Trust Holdings, Inc.  
33-1, Shiba 3-chome, Minato-ku, Tokyo  
President: Kazuo Tanabe

STB: The Sumitomo Trust and Banking Company,  
Limited.  
5-33, Kitahama 4-chome, Chuo-ku, Osaka  
President & CEO: Hitoshi Tsunekage

(Note) Cautionary statement under the U.S. securities regulations for U.S. shareholders of STB

The Company may file a registration statement on Form F-4 with the U.S. Securities and Exchange Commission (the "SEC") in connection with its proposed business combination with STB. The Form F-4, if filed, will contain a prospectus and other documents. If the Form F-4 is filed and declared effective, the prospectus contained in the Form F-4 is expected to be mailed to U.S. shareholders of STB prior to the shareholders' meeting at which the proposed business combination will be voted upon. The Form F-4, if filed, and prospectus, as they may be amended from time to time, will contain important information about the Company and STB, the business combination and related matters including the terms and conditions of the transaction. U.S. shareholders of STB are urged to read carefully the Form F-4, the prospectus and the other documents, as they may be amended from time to time, that have been or may be filed with the SEC in connection with the transaction before they make any decision at the shareholders meeting with respect to the business combination. The Form F-4, if filed, the prospectus and all other documents filed with the SEC in connection with the business combination will be available when filed, free of charge, on the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, the prospectus and all other documents filed with the SEC in connection with the business combination will be made available to U.S. shareholders of STB, free of charge, by faxing a request to the Company at +81-3-5232-8716 or to STB at +81-3-3286-4654. The Form F-4, the prospectus and any other documents, as they may be amended from time to time, that have been or may be filed with the SEC in connection with the transaction shall not constitute part of this amendment report to extraordinary report.