

(SUMMARY TRANSLATION)

10th June, 2002

To: Shareholders

Atsushi Takahashi
President and Director
The Sumitomo Trust and Banking Company,
Limited
5-33, Kitahama 4-chome, Chuo-ku, Osaka

**CONVOCAATION NOTICE OF
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Sirs/Madams:

Notice is hereby given that the 131st Ordinary General Meeting of Shareholders of The Sumitomo Trust and Banking Company, Limited (“the Bank”) will be held as set forth below. Your attendance is requested.

If you are not able to attend the meeting, we cordially request you to exercise your voting right in writing. After examining the reference documents set forth below, please indicate your approval or disapproval, and affix your seal to the voting instruction form enclosed herewith and send it back to us.

Description

1. Date and time: From 10:00 a.m. on Thursday, 27th June, 2002
 2. Place: Conference room on the 11th floor of Sumitomo Building located at 5-33, Kitahama 4-chome, Chuo-ku, Osaka
 3. Subject matter of the meeting:
 - Matters to be reported: Matters concerning report on the balance sheet as of 31st March, 2002, the profit and loss statement for the 131st fiscal term (from 1st April, 2001 to 31st March, 2002) and business report
 - Matters to be resolved:
 - Agenda Item No. 1: Matters concerning approval of the proposed Statement of Appropriation of Retained Earnings for the 131st fiscal term
 - Agenda Item No. 2: Matters concerning the partial amendment of the Articles of Incorporation
- The substance of this Agenda is described in the “Reference Documents with respect to the Exercise of Voting Rights” below.

- Agenda Item No. 3: Matters concerning election of thirteen (13) Directors
- Agenda Item No. 4: Matters concerning election of one (1) Statutory Auditor
- Agenda Item No. 5: Matters concerning grant of Stock Purchase Warrants to Directors, Executive Officers and employees of the Bank as a stock option
- The substance of this Agenda is described in the “Reference Documents with respect to the Exercise of Voting Rights” below.
- Agenda Item No. 6: Matters concerning granting of retirement allowances to retiring Directors and retiring Statutory Auditors

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On attending the meeting, please submit the voting instruction form enclosed herewith to the reception at the entrance to the place of the meeting.

(SUMMARY TRANSLATION)

Reference Documents with respect to the Exercise of Voting Rights

1. Number of Voting Rights Held by
All the Shareholders: 1,442,091

2. Agenda and Reference Matters:

Agenda Item No. 1: Matters concerning approval of the proposed Statement of Appropriation of Retained Earnings for the 131st fiscal term

The proposal is as provided in the chart below. While the Bank had a loss for this term, the Bank intends to transfer a part of the Special Voluntary Reserve to Unappropriated Retained Earnings so that the loss will not be carried over to the next term. As for the dividend of profit, taking into consideration the settlement of accounts for this term and the harsh business environment surrounding financial institutions, we propose a dividend of ¥5 per share, unfortunately ¥2 less than the dividend of profit for the last term. We propose that the dividend for the current term for the first series Preferred Stock be in the pre-determined amount of ¥6.08 per share.

Bonuses for Directors are not accounted for here.

Non-Consolidated Statement of Appropriation of Retained Earnings

(in Yen)	
Item	Amount
Unappropriated Losses at End of Year	14,364,625,143
Transfer from Voluntary Reserve:	30,000,500,004
Transfer from Reserve for Losses on Overseas Investments	500,004
Transfer from Special Voluntary Earned Reserve	30,000,000,000
Total	15,635,874,861
Appropriations:	9,593,087,036
Transfer to Legal Reserve	1,600,000,000
Dividends on Preferred Stock	760,000,000
Per Share Dividends (Preferred Stock)	6.08
Dividends on Common Stock	7,233,085,055
Per Share Dividends (Common Stock)	5.00
Voluntary Reserve:	1,981
Reserve for Losses on Overseas Investments	1,981
Retained Earnings Brought Forward to Next Year	6,042,787,825

Agenda Item No. 2: Matters concerning the partial amendment of the Articles of Incorporation

(Outline of Agenda)

The “Law to Effect Amendments, etc. to the Commercial Code, etc. of Japan” (Law No. 79 of 2001) (the “Law”) became effective as of October 1, 2001. As a result, the concept of the “par value” of shares of stock has been abolished and a new unit share system (“*tangen-kabu*”) has been introduced. While the Articles of Incorporation are deemed, by virtue of the provisions of the Law, to have been amended to the effect that the number of shares in one new unit shall be the number of shares constituting one unit of shares before the amendments, and that no share certificates shall be issued with respect to any number of shares constituting less than one new unit, it is proposed that certain amendments, including those amendments which are deemed to have been made as set forth above, be made to the Articles of Incorporation as the Law has come into force.

The “Law to Effect Amendments to the Commercial Code, etc. of Japan” (Law No. 128 of 2001) became effective as of April 1, 2002 and, as a result, it has become possible to prepare the corporate-related documents in magnetic form, and the amendments by such law also include creation of the Warrant granting system. The proposed amendments to the Articles of Incorporation include those which are to be made to effect the amendments by such law.

As a result of such amendments, adjustments to the numbering of certain Articles and other amendments are to be made.

The proposed amendments and reasons therefor are set forth below.

(The amended sections are underlined.)

(Current Articles of Incorporation)

(Acquisition of Shares of the Company for Cancellation)

Article 5-2

The Company may, by a resolution of the Board of Directors and after June 29, 1999, purchase up to one hundred and fifty million (150,000,000) shares of the Company for the cancellation thereof by use of profit.

In case of purchase of the shares of the Company for cancellation, pursuant to the preceding paragraph or by a resolution of a general meeting of shareholders, the Company may so purchase either ordinary shares or preference shares, or one or more kinds of shares.

(Proposed Amendments)

(to be deleted)

(Reason for Amendments)

By the amendment to the Commercial Code of Japan and the abolishment of the “Law on Special Exceptions to the Commercial Code Concerning Procedures for Cancellation of Shares” (Law No. 55 of 1997), the relevant Article shall be deleted.

(Current Articles of Incorporation)

(Amount of Par Value per Par-Value Share and Non-Par-Value Shares)

Article 6.

Each of the ordinary shares to be issued by the Company shall be a par-value share and the par value thereof shall be fifty yen (¥50).

Each of the preference shares to be issued by the Company shall be a non-par-value share.

(Proposed Amendments)

(to be deleted)

(Reason for Amendments)

By the amendment to the Commercial Code of Japan and the abolishment of the concept of the “par value” of shares of stock, the provision of the amount of par value per par-value share shall be deleted.

(Current Articles of Incorporation)

(Number of Shares Constituting one Unit)

Article 7.

The number of shares constituting one (1) unit of stock of the Company shall be one thousand (1,000).

(Proposed Amendments)

(Number of Shares Constituting one Unit and Non-issuance of Share Certificates for Less Than a Unit of Shares)

Article 6.

The number of shares constituting one (1) unit of stock of the Company shall be one thousand (1,000) for every kind of shares.

The Company shall not issue the share certificates for less than a unit of shares (the “Less Than a Unit Shares”) except to the extent specified in the Share Handling Regulations.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, old unit share system (“*tan’i-kabu*”) was abolished and the new unit share system (“*tangen-kabu*”) has been introduced. Accordingly, this amendment provides the number of shares constituting a new unit and to the effect that share certificates for less than a unit of shares shall not be issued.

(Current Articles of Incorporation)

(Record Date)

Article 8.

The Company shall deem any shareholder (including the beneficial shareholders registered in the record of the register of beneficial shareholders; hereinafter the same shall apply) who appears in the record of the Register of Shareholders as of the end of each fiscal year to be a shareholder who is entitled to exercise voting rights at the ordinary general meeting of shareholders for the fiscal year concerned.

In addition to the preceding paragraph, whenever necessary, the Company may fix a record date upon giving prior public notice.

(Proposed Amendments)

(Record Date)

Article 7.

The Company shall deem any shareholder (including the beneficial shareholders registered in the record of the register of beneficial shareholders in writing or in magnetic form; hereinafter the same shall apply) who appears in the record of the Register of Shareholders in writing or in magnetic form as of the end of each fiscal year to be a shareholder who is entitled to exercise voting rights at the ordinary general meeting of shareholders for the fiscal year concerned.

In addition to the preceding paragraph, whenever necessary, the Company may fix a record date upon giving prior public notice.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, it became possible to prepare the Register of Shareholders in magnetic form. Accordingly, the relevant amendments shall be made.

(Current Articles of Incorporation)

(Share Handling Regulations)

Article 9.

The denominations of share certificates to be issued by the Company, the registration of transfer of shares on the Register of Shareholders, the receipt of the notice with respect to beneficial shareholders, the purchase of fractional unit (*tan'i*) shares and all other matters pertaining to the handling of shares of the Company shall be governed by the Share Handling Regulations to be enacted by a resolution of the Board of Directors.

(Proposed Amendments)

(Share Handling Regulations)

Article 8.

The denominations of share certificates to be issued by the Company, the registration of transfer of shares on the Register of Shareholders, the receipt of the notice with respect to beneficial shareholders, the purchase of fractional unit (*tangen*) shares and all other matters pertaining to the handling of shares of the Company shall be governed by the Share Handling Regulations to be enacted by a resolution of the Board of Directors.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, old unit share system ("*tan'i-kabu*") was abolished and the new unit share system ("*tangen-kabu*") has been introduced. Accordingly, the reference of "*tan'i*" shall be amended to "*tangen*".

(Current Articles of Incorporation)

(Preference Share Dividends)

Article 9-2.

When the Company pays dividends as provided for in Article 31, the Company shall pay a dividend in such amount being not more than sixty yen (¥60) per preference share as determined by a resolution of the Board of Directors at the time of issue of the preference shares (the "preference share dividend") to each of the holders of the preference shares (the "preference shareholders") in priority to the holders of the ordinary shares (the "ordinary shareholders"); provided, however, that if the Company has paid preference share interim dividends as provided for in Article 9-3 in the relevant fiscal year, the amount of each preference share dividends shall be reduced by the amount of such preference share interim dividends.

If the amount of dividends payable to the preference shareholders during a fiscal year is short of the amount of the preference share dividend, the deficiency shall not be payable in any of the succeeding fiscal years.

No amount in excess of the preference share dividends shall be paid to any preference shareholder as dividend.

(Proposed Amendments)

(Preference Share Dividends)

Article 8-2.

When the Company pays dividends as provided for in Article 31, the Company shall pay a dividend in such amount being not more than sixty yen (¥60) per preference share as determined by a resolution of the Board of Directors at the time of issue of the preference shares (the "preference share dividend") to each of the holders of the preference shares (the "preference shareholders") in priority to the holders of the ordinary shares (the "ordinary shareholders"); provided, however, that if the Company has paid preference share interim dividends as provided for in Article 8-3 in the relevant fiscal year, the amount of each preference share dividends shall be reduced by the amount of such preference share interim dividends.

If the amount of dividends payable to the preference shareholders during a fiscal year is short of the amount of the preference share dividend, the deficiency shall not be payable in any of the succeeding fiscal years.

No amount in excess of the preference share dividends shall be paid to any preference shareholder as dividend.

(Reason for Amendments)

Part of the numbering of the Articles shall be adjusted.

(Current Articles of Incorporation)

Article ~~9~~-3. }
Article ~~9~~-4. } (to be omitted.)
Article ~~9~~-5. }
Article ~~9~~-6. }

(Proposed Amendments)

Article ~~8~~-3. }
Article ~~8~~-4. } (not to be amended)
Article ~~8~~-5. }
Article ~~8~~-6. }

(Current Articles of Incorporation)

(Consolidation or Split, Preemptive Rights, etc.)

Article ~~9~~-7.

Except as otherwise provided by laws or regulations, no consolidation or split shall be made in respect of the preference shares.

No preemptive rights in respect of newly issued shares or no subscription rights in respect of convertible debentures or debentures with warrants shall be granted to any preference shareholder.

(Proposed Amendments)

(Consolidation or Split, Preemptive Rights, etc.)

Article ~~8~~-7.

Except as otherwise provided by laws or regulations, no consolidation or split shall be made in respect of the preference shares.

No preemptive rights in respect of newly issued shares or no subscription rights in respect of debentures with stock purchase warrants shall be granted to any preference shareholder.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, debentures with stock purchase warrants have been introduced. Accordingly, the relevant amendments shall be made.

(Current Articles of Incorporation)

Article ~~9~~-8.
(to be omitted)

(Proposed Amendments)

Article ~~8~~-8.
(not to be amended)

(Current Articles of Incorporation)

(Mandatory Conversion to Ordinary Shares)

Article 9-9.

Any preference share in respect of which a request for conversion has not been made during the conversion period shall be mandatorily converted, as of the day immediately following the last day of such period (the “mandatory conversion date”), to ordinary shares in the number obtainable by dividing the amount equivalent to the subscription amount per preference share by the average of the daily closing prices (including closing bids or offered prices) of the ordinary shares of the Company (regular way) on the Tokyo Stock Exchange for the thirty (30) trading days (excluding a trading day or days on which no closing price is reported) commencing on the forty-fifth (45th) trading day prior to the mandatory conversion date; provided, however, that the calculation of the average price shall be made to the nearest one-tenth of a yen with five one-hundredths or more of a yen to be considered a full tenth.

In this case, if the average price so obtained is less than either the amount of the par value of ordinary shares of the Company or the amount, not less than two hundred yen (¥200), as determined by a resolution of the Board of Directors at the time of issue of such preference shares, whichever shall be higher, then the number of ordinary shares shall be the number obtainable by dividing the amount equivalent to the subscription amount per preference share by such higher amount.

In the calculation of the number of ordinary shares as set forth above, any number less than one (1) share shall be dealt with in the same manner as applied to share consolidation as provided for in the Commercial Code.

(Proposed Amendments)

(Mandatory Conversion to Ordinary Shares)

Article 8-9.

Any preference share in respect of which a request for conversion has not been made during the conversion period shall be mandatorily converted, as of the day immediately following the last day of such period (the “mandatory conversion date”), to ordinary shares in the number obtainable by dividing the amount equivalent to the subscription amount per preference share by the average of the daily closing prices (including closing bids or offered prices) of the ordinary shares of the Company (regular way) on the Tokyo Stock Exchange for the thirty (30) trading days (excluding a trading day or days on which no closing price is reported) commencing on the forty-fifth (45th) trading day prior to the mandatory conversion date; provided, however, that the calculation of the average price shall be made to the nearest one-tenth of a yen with five one-hundredths or more of a yen to be considered a full tenth.

In this case, if the average price so obtained is less than the amount, not less than two hundred yen (¥200), as determined by a resolution of the Board of Directors at the time of issue of such preference shares, then the number of ordinary shares shall be the number obtainable by dividing the amount equivalent to the subscription amount per preference share by such amount.

In the calculation of the number of ordinary shares as set forth above, any number less than one (1) share shall be dealt with in the same manner as applied to share consolidation as provided for in the Commercial Code.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, the concept of the “par value” of shares of stock has been abolished. Accordingly, the relevant amendments shall be made.

(Current Articles of Incorporation)

(Time of Convocation and Site)

Article 10.

Ordinary general meetings of shareholders shall be convened within three (3) months from the last day of each fiscal year.

In addition to the preceding paragraph, extraordinary general meetings of shareholders shall be convened whenever necessary.

The general meetings of shareholders shall be convened at the location of the head office, at a neighboring place thereof, or in the special wards of The Metropolis of Tokyo.

(Proposed Amendments)

(Time of Convocation)

Article 9.

Ordinary general meetings of shareholders shall be convened within three (3) months from the last day of each fiscal year.

In addition to the preceding paragraph, extraordinary general meetings of shareholders shall be convened whenever necessary.

(Reason for Amendments)

The time of convocation and the site of convocation shall be separately described.

(Newly Established)

(Site of Convocation)

Article 10.

The general meetings of shareholders shall be convened at the location of the head office, at a neighboring place thereof, or in the special wards of The Metropolis of Tokyo.

(Reason for Amendments)

(the same as above)

(Current Articles of Incorporation)

(Exercise of Voting Rights by Proxy)

Article 13.

A shareholder may exercise his voting rights by proxy; provided, however, that such proxy shall be limited to another shareholder of the Company who is entitled to vote at the relevant general meeting of shareholders.

A proxy shall submit a power of attorney establishing his authority to the Company at each general meeting of shareholders.

(Proposed Amendments)

(Exercise of Voting Rights by Proxy)

Article 13.

A shareholder may exercise his voting rights by proxy; provided, however, that such proxy shall be limited to another shareholder of the Company who is entitled to vote at the relevant general meeting of shareholders.

A shareholder or a proxy shall submit a power of attorney establishing his authority to the Company at each general meeting of shareholders.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, a shareholder was added as the party who may submit a power of attorney with respect to the exercise of voting rights by a

proxy. Accordingly, the relevant amendments shall be made.

(Current Articles of Incorporation)

(General Meetings of Holders of Class of Shares)

Article 14-2.

The provisions of Articles 11, 13 and 14 shall apply *mutatis mutandis* to general meetings of holders of respective classes of shares.

(Proposed Amendments)

(General Meetings of Holders of Class of Shares)

Article 14-2.

The provisions of Articles 10, 11, 13 and 14 shall apply *mutatis mutandis* to general meetings of holders of respective classes of shares.

(Reason for Amendments)

With respect to the site of convocation of general meetings of holders of classes of shares, the provision of the ordinary general meetings of shareholders shall be applied.

(Current Articles of Incorporation)

(Election)

Article 16.

Directors shall be elected at a general meeting of shareholders.

A resolution for the election of Directors shall be adopted by a majority vote at a general meeting of shareholders at which shareholders holding in the aggregate one-third (1/3) or more of the total number of issued and outstanding shares with voting rights are present.

Cumulative voting shall not be used for the election of Directors.

(Proposed Amendments)

(Election)

Article 16.

Directors shall be elected at a general meeting of shareholders.

A resolution for the election of Directors shall be adopted by a majority vote at a general meeting of shareholders at which shareholders holding in the aggregate one-third (1/3) or more of the number of voting rights held by all the shareholders are present.

Cumulative voting shall not be used for the election of Directors.

(Reason for Amendments)

By the amendment to the Commercial Code of Japan, the new unit share system (“*tangen-kabu*”) has been introduced, and the basis of the quorum was shifted from the total number of issued and outstanding shares to the number of voting rights held by all the shareholders. Accordingly, the relevant amendments shall be made.

(Current Articles of Incorporation)

(Election)

Article 24.

Statutory Auditors shall be elected at a general meeting of shareholders.

A resolution for the election of Statutory Auditors shall be adopted by a majority vote at a general meeting of shareholders at which shareholders holding in the aggregate one-third (1/3) or more of the total number of issued and outstanding shares with voting rights are present.

(Proposed Amendments)

(Election)

Article 24.

<p>Statutory Auditors shall be elected at a general meeting of shareholders.</p> <p>A resolution for the election of Statutory Auditors shall be adopted by a majority vote at a general meeting of shareholders at which shareholders holding <u>in the aggregate one-third (1/3) or more of the number of voting rights held by all the shareholders</u> are present.</p> <p>(Reason for Amendments) (the same as above)</p>
<p>(Current Articles of Incorporation) <i>(Dividends of Profit)</i></p> <p>Article 31. Dividends of profit shall be paid to the shareholders or registered pledgees appearing in the last record of the Register of Shareholders as of the end of each fiscal year.</p> <p>(Proposed Amendments) <i>(Dividends of Profit)</i></p> <p>Article 31. Dividends of profit shall be paid to the shareholders or registered pledgees appearing in the last record of the Register of Shareholders <u>in writing or in magnetic form</u> as of the end of each fiscal year.</p> <p>(Reason for Amendments) By the amendment to the Commercial Code of Japan, it became possible to prepare the Register of Shareholders in magnetic record. Accordingly the relevant amendments shall be made.</p>
<p>(Current Articles of Incorporation) <i>(Interim Dividends)</i></p> <p>Article 32. The Company may by resolution of the Board of Directors make a cash distribution as provided in Article 293-5 of the Commercial Code (the “interim dividends”) to the shareholders or registered pledgees appearing in the last record of the Register of Shareholders as of September 30 each year.</p> <p>(Proposed Amendments) <i>(Interim Dividends)</i></p> <p>Article 32. The Company may by resolution of the Board of Directors make a cash distribution as provided in Article 293-5 of the Commercial Code (the “interim dividends”) to the shareholders or registered pledgees appearing in the last record of the Register of Shareholders <u>in writing or in magnetic form</u> as of September 30 each year.</p> <p>(Reason for Amendments) (the same as above)</p>

Agenda Item No. 3: Matters concerning the election of thirteen (13) Directors

As of March 31, 2002 Mr. Koji Iio, Mr. Noriyuki Shoyama, and Mr. Yoji Yoshimura, and as of May 31, 2002 Mr. Takahiko Otsuka resigned the director. At the conclusion of this Meeting the term of office of nine (9) Directors, Mr. Hitoshi Murakami, Mr. Atsushi Takahashi, Mr. Yutaka Morita, Mr. Fujio Ido, Mr. Eiichi Tanabe, Mr. Hirokazu Mizukami, Mr. Takaaki Hatabe, Mr. Takashi Nakamura and Mr. Junpei Norimatsu will expire.

Thus, we propose the election of thirteen (13) Directors.

Candidates for Directors are as follows.

Candidate No. 1

Name: Mr. Hitoshi Murakami (DOB: 28th May, 1941)

Brief personal record and representation of other companies:

April, 1964	Entered the Bank
June, 1989	Director of the Bank, Kobe Branch Manager
June, 1991	Director of the Bank, Head Office Executive of the Bank
June, 1991	Managing Director of the Bank
June, 1992	Managing Director of the Bank, Capital Markets Department General Manager, Osaka
June, 1994	Managing Director of the Bank
June, 1997	Senior Managing Director of the Bank
March, 1998	Chairman of the Board of the Bank (current)

Number of the shares of the Bank held:

23,456 shares

Candidate No. 2

Name: Mr. Atsushi Takahashi (DOB: 23rd July, 1941)

Brief personal record and representation of other companies:

April, 1965	Entered the Bank
June, 1991	Director of the Bank, Planning and Coordination Department General Manager
June, 1993	Director of the Bank, Corporate Planning Department General Manager
June, 1993	Managing Director of the Bank, Corporate Planning Department General Manager
February, 1995	Managing Director of the Bank
June, 1997	Senior Managing Director of the Bank
March, 1998	President and Director of the Bank (current)

Number of the shares of the Bank held:

48,280 shares

Candidate No. 3

Name: Mr. Yutaka Morita (DOB: 19th October, 1943)

Brief personal record and representation of other companies:

April, 1967	Entered the Bank
June, 1993	Director of the Bank, Tokyo Corporate Business Department I General Manager
June, 1996	Managing Director of the Bank
March, 1998	Managing Director of the Bank, Headquarters of General Affairs Department General Manager
June, 1998	Senior Managing Director of the Bank, Headquarters of General Affairs Department General Manager

February, 1999	Senior Managing Director of the Bank
June, 1999	Senior Managing Director of the Bank, and Senior Managing Executive Officer
June, 2001	Director of the Bank, and Senior Managing Executive Officer
April, 2002	Director of the Bank, and Deputy President Executive Officer (current)

Number of the shares of the Bank held:
20,288 shares

Candidate No. 4

Name: Mr. Fujio Ido (DOB: 27th September, 1944)
Brief personal record and representation of other companies:

April, 1968	Entered the Bank
June, 1994	Director of the Bank, Corporate Planning and Coordination Department General Manager
June, 1995	Director of the Bank, Fukuoka Branch Manager
June, 1997	Director of the Bank, Head Office Executive
June, 1997	Managing Director of the Bank
June, 1999	Managing Director of the Bank, and Managing Executive Officer
April, 2000	Senior Managing Director of the Bank, and Senior Executive Officer
June, 2001	Director of the Bank, and Senior Executive Officer (current)

Number of the shares of the Bank held:
18,050 shares

Candidate No. 5

Name: Mr. Eiichi Tanabe (DOB: 27th April, 1946)
Brief personal record and representation of other companies:

April, 1969	Entered the Bank
June, 1997	Director of the Bank, Personnel Department General Manager
June, 1998	Managing Director of the Bank, Personnel Department General Manager
June, 1999	Managing Director of the Bank, and Managing Executive Officer Personnel Department General Manager
February, 2000	Managing Director of the Bank, and Managing Executive Officer
June, 2001	Director of the Bank, and Managing Executive Officer
April, 2002	Director of the Bank, and Senior Executive Officer (current)

Number of the shares of the Bank held:
19,179 shares

Candidate No. 6

Name: Mr. Hirokazu Mizukami (DOB: 12th July, 1947)

Brief personal record and representation of other companies:

April, 1970	Entered the Bank
June, 1998	Director of the Bank, Chief Executive of United States District, and New York, and New York Branch Manager, and Nassau Branch Manager
June, 1999	Director of the Bank, International Planning Department General Manager
June, 1999	Managing Director, and Managing Executive Officer of the Bank, International Planning Department General Manager
April, 2000	Managing Director, and Managing Executive Officer of the Bank
June, 2001	Director of the Bank, and Managing Executive Officer (current)

Number of the shares of the Bank held:
12,098 shares

Candidate No. 7

Name: Mr. Takaaki Hatabe (DOB: 5th April, 1948)

Brief personal record and representation of other companies:

April, 1971	Entered the Bank
February, 1994	Pension Investment Department General Manager of the Bank
June, 1996	Treasury Department General Manager of the Bank
November, 1999	Executive Officer of the Bank Treasury Department General Manager of the Bank
April, 2000	Managing Executive Officer of the Bank
June, 2000	Managing Director, and Managing Executive Officer of the Bank
June, 2001	Director of the Bank, and Managing Executive Officer (current)

Number of the shares of the Bank held:
7,000 shares

Candidate No. 8

Name: Mr. Kazuo Miyakawa (DOB: 28th August, 1948)

Brief personal record and representation of other companies:

April, 1972	Entered the Bank
June, 1994	Gotanda Branch Manager of the Bank
June, 1996	Planning and Coordination Department General Manager of the Bank
June, 1999	Executive Officer of the Bank Planning and Coordination Department General Manager
April, 2000	Executive Officer of the Bank
June, 2001	Managing Executive Officer of the Bank (current)

Number of the shares of the Bank held:
8,000 shares

Candidate No. 9

Name: Mr. Hideo Fujii (DOB: 12th November, 1948)
Brief personal record and representation of other companies:
April, 1971 Entered the Bank
June, 1998 Director of the Bank
Asset Management Department General Manager
June, 1999 Retired from Director of the Bank
Executive Officer of the Bank
Asset Management Department General Manager
February, 2000 Executive Officer of the Bank
Personnel Department General Manager
April, 2002 Managing Executive Officer of the Bank (current)
Number of the shares of the Bank held:
6,250 shares

Candidate No. 10

Name: Mr. Takashi Nakamura (DOB: 18th October, 1948)
Brief personal record and representation of other companies:
April, 1972 Entered the Bank
June, 1992 Trust Fund Investment Department Manager of the Bank
February, 1995 Head Office Executive of the Bank
June, 1995 Treasury Department General Manager of the Bank
June, 1996 Credit Supervision Department 1 General Manager of the Bank
June, 1998 Corporate Planning Department Manager of the Bank
June, 1999 Executive Officer of the Bank,
Corporate Planning Department Manager of the Bank
June, 2001 Director, and Executive Officer of the Bank
Corporate Planning Department Manager of the Bank
April, 2002 Director of the Bank, and Managing Executive Officer (current)
Number of the shares of the Bank held:
8,000 shares

Candidate No. 11

Name: Mr. Masao Shibuya (DOB: 10th December, 1949)
Brief personal record and representation of other companies:
April, 1972 Entered the Bank
June, 1996 Shizuoka Branch Manager of the Bank
April, 1998 Real Estate Department General Manager of the Bank
June, 1999 Real Estate Department General Manager of the Bank,
and
Real Estate Investment Advisory Department General Manager
June, 2000 Executive Officer of the Bank
Real Estate Department General Manager of the Bank,
and
Real Estate Investment Advisory Department General Manager
June, 2001 Executive Officer of the Bank
Real Estate Department General Manager

April, 2002 Managing Executive Officer of the Bank (current)
Number of the shares of the Bank held:
5,000 shares

Candidate No. 12

Name: Mr. Ikuho Inoue (DOB: 8th October, 1948)
Brief personal record and representation of other companies:
April, 1971 Entered the Bank
June, 1995 Wakayama Branch Manager of the Bank
February, 1997 Corporate Business Department III, Osaka General
Manager of the Bank
June, 1999 Corporate Business Department II, Osaka General
Manager of the Bank
June, 2001 Executive Officer of the Bank
Corporate Business Department II, Osaka General
Manager
April, 2002 Managing Executive Officer of the Bank (current)
Number of the shares of the Bank held:
3,157 shares

Candidate No. 13

Name: Mr. Jyunpei Norimatsu (DOB 17th July, 1948)
Brief personal record and representation of other companies:
April, 1971 Entered the Bank
October, 1995 Yokohama Branch Manager of the Bank
June, 1997 Tokyo Corporate Business Department II General
Manager of the Bank
June, 1999 Business Promotion Department General Manager of
the Bank
June, 2000 Executive Officer of the Bank,
Business Promotion Department General Manager
June, 2001 Executive Officer of the Bank,
Head Office Executive of the Bank
June, 2001 Director, and Executive Officer of the Bank
Head Office Executive
August, 2002 Director, and Executive Officer of the Bank
Corporate Administration Department General
Manager (current)
Number of the shares of the Bank held:
5,315 shares

(Note) No candidate has any special interests with the Bank.

Agenda item No. 4: Matters concerning election of one (1) Statutory Auditor

At the conclusion of this Meeting the term of office of Statutory Auditor, Mr. Akio Yamazaki, will expire. We propose the election of one (1) Statutory Auditor. Candidate for Statutory Auditor is as set forth below.
The Board of Statutory Auditors has approved this agenda.
Mr. Tsuneko Hiroe is the candidate for outside Statutory Auditor.

Candidate

Name: Mr. Tsuneo Hiroe (DOB: 2nd March, 1938)

Brief personal record and representation of other companies:

April, 1962	Entered the Sumitomo Marine & Fire Insurance Co., Ltd. ("SMFI") (currently, Mitsui Sumitomo Insurance Company, Limited)
June, 1989	Director of SMFI
June, 1991	Managing Director of SMFI
June, 1994	Senior Managing Director of SMFI
June, 1996	Director and Vice-President of SMFI
June, 1998	Retired Director of SMFI
	Senior Managing Director of The Japan Atomic Energy Insurance Pool (current)

Number of the shares of the Bank held:

0 shares

(Note) The candidate has not any special interests with the Bank.

Agenda Item No. 5: Matters concerning granting of Stock Purchase Warrants to the Directors, Executive Officers and employees of the Bank as a stock option

The Bank will issue the Stock Purchase Warrants (the "Warrants") pursuant to the Articles 280-20 and 280-21 of the Commercial Code of Japan as follows in order to grant the Warrants to the Directors, Executive Officers and employees as a stock option.

1. Reason for issuing the Warrants with especially favorable conditions

The Warrants are to be issued at no expense to the Directors, Executive Officers and employees of the Bank as described in 3. below, for the purpose of raising their morale, improving the Bank's performance, and ultimately promoting the interests of the Bank's shareholders, with a view to advancing the Bank's changes in response to liberalization of financial business and to enhancing the corporate value of the Bank.

2. Qualified Persons to whom the Warrants are to be Granted

Three thousand (3,000) Warrants shall be granted to the total number of 450 Directors, Executive Officers and employees of the Bank.

3. Summary of Issuance of the Warrants

(1) The class and number of the shares to be issued upon exercise of the Warrants
3,000,000 in total of shares of Common Stock of the Bank

The number is to be adjusted in accordance with the formula set forth below, if either stock splits or stock reverse splits should occur; provided that the adjustment is to be made with respect to the number of the shares issuable upon exercise of the Warrants remaining unexercised at that time and any fraction less than one (1) share as a result of the calculation below shall be rounded down to the nearest one (1) share.

The number of shares after adjustment = The number of shares before adjustment × The ratio of stock splits or stock reverse splits

In addition, the Bank may effect such adjustment to the number of shares as it deems appropriate, when (a) the Warrants are succeeded to by a different company by virtue of the Bank's merger or consolidation with another company, (b) the Bank becomes a parent company by virtue of share exchanges, or (c) the Bank splits itself up.

(2) The total number of the Warrants

3,000 in total. (The number of shares of Common Stock issuable upon exercise of one (1) Warrant is 1,000. However, in the event that any adjustment is made to the number of shares as specified in the previous paragraph, the number of shares issuable upon exercise of one Warrant will be adjusted accordingly.)

(3) Issue price of the Warrant

The Warrants are issued gratis.

(4) The amount to be paid by the Warrant holders upon exercise of the Warrants (the "Amount")

The Amount is obtained by multiplying the price to be paid for each share as is determined in the manner set forth below, by the number of the Shares issuable upon exercise of one (1) Warrant as specified in (2) above:

The price to be paid for each share shall be the amount obtained by multiplying the daily average of closing prices of the shares of common stock of the Bank at the Tokyo Stock Exchange on each day in the month preceding the month in which the Warrants are granted (excluding the days on which no trade is made) by 1.05. Any fraction less than one (1) yen as a result of the above calculation shall be rounded up to the nearest one (1) yen. Provided, however, that if the amount thus calculated is lower than the closing price of shares of common stock of the Bank at the Tokyo Stock Exchange on the day on which the Warrants are granted (if no trade is made on such day, the closing price on the immediately preceding day on which trade is made), the price to be paid shall be such closing price.

If the Bank issues new shares at a price lower than the current market price by virtue of stock splits, stock reverse splits, or allotment to Shareholders, the Exercise Price shall be subject to adjustment in accordance with the following formula. Any fraction less than one (1) yen as a result of such adjustment shall be rounded up to the nearest one (1) yen:

$$\begin{array}{r} \text{Exercise Price} \\ \text{after} \\ \text{Adjustment} \end{array} = \begin{array}{r} \text{Exercise Price} \\ \text{before} \\ \text{Adjustment} \end{array} \times \frac{\begin{array}{r} \text{Number of} \\ \text{shares} \\ \text{already} \\ \text{issued} \end{array} \times \frac{\begin{array}{r} \text{Number of} \\ \text{new shares} \\ \text{to be issued} \end{array} \times \begin{array}{r} \text{Amount to} \\ \text{be paid per} \\ \text{share} \end{array}}{\begin{array}{r} \text{Current market price} \\ \text{per share before stock splits,} \\ \text{stock reverse splits or new issue} \end{array}} + \frac{\begin{array}{r} \text{Number of} \\ \text{shares already} \\ \text{issued} \end{array} \times \begin{array}{r} \text{Number of shares increased due} \\ \text{to stock splits or new issuance} \end{array}}{\begin{array}{r} \text{Current market price} \\ \text{per share before stock splits,} \\ \text{stock reverse splits or new issue} \end{array}}$$

(In case of stock reverse splits, the number of shares decreased due to stock reverse splits shall be deducted.)

In addition, the Bank may effect such adjustments to the Exercise Price as it deems appropriate, when (a) the Warrants are succeeded to by a different company by virtue of the Bank's merger or consolidation with another company, (b) the Bank becomes a parent company by virtue of share exchanges, or (c) the Bank splits itself up.

(5) Exercise Period of the Warrant

From July 1, 2004 to June 30, 2006

(6) Terms and Conditions of exercise of Warrants

i) Those to whom the Warrants have been allotted may exercise the Warrants at any time during the Warrant exercise period.

- ii) In the case of the death of Warrant holders, the exercise thereof by their heirs is not permitted.
- iii) The Warrants may not be pledged, nor disposed of for any purpose.
- iv) Other terms and conditions are to be stipulated in the “Warrant-grating Agreement” which will be entered into between the Bank and the relevant Director, Executive Officer or employee pursuant to the resolutions of this Ordinary General Meeting of Shareholders and the Board of Directors of the Bank.

(7) Cancellation of Warrants

- i) The Bank may cancel the Warrants at no expense to the Bank when, (a) a merger agreement of the Bank by which the Bank will cease to exist (b) a proposal to approve a share-exchange agreement by which the Bank will become a subsidiary, or (c) a stock transfer proposal, is approved at the General Meeting of Shareholders of the Bank.
- ii) In the event that a person to whom the Warrants have been allotted shall have ceased to satisfy the conditions as specified by i) or iv) of (6) above and shall have lost the rights under the Warrants, said Warrants may be cancelled at no expense to the Bank. However, all the process necessary for the cancellation may be taken and completed after the Warrant exercise period expires.

(8) Non-assignability of the Warrants

The Warrants may not be assigned without the approval of the Board of Directors of the Bank.

Agenda Item No. 6: Matters concerning granting of retirement allowances to retiring Directors and retiring Statutory Auditors

Management proposes to present retirement allowances to Messrs. Koji Iio, Noriyuki Shoyama and Yoji Yoshimura who retired from directorship as of March 31, 2002, and Mr. Takahiko Otsuka who retired from directorship as of May 31, 2002, and Mr. Akio Yamazaki who will retire from auditorship at the closing of this Meeting, to reward their services during their term of office, in the respective amounts not exceeding the applicable amounts to be determined in accordance with the Bank’s internal rules. Management seeks shareholder approval to give discretion to the Board of Directors to determine the actual amounts, timing of presentation, method and related details of the payments to Directors and to the consultation among Statutory Auditors to determine these details of the payment to Statutory Auditor.

Brief personal records of the retiring Directors and retiring Statutory Auditor are as follows.

Name:	Mr. Koji Iio	
Brief personal record:		
	June, 1992	Director of the Bank
	June, 1995	Managing Director of the Bank
	March, 1998	Senior Managing Director of the Bank
	June, 1999	Director and Deputy President of the Bank
	June, 2001	Director of the Bank
	March, 2002	Resigned Director of the Bank

Name: Mr. Noriyuki Shoyama

Brief personal record:

June, 1996	Director of the Bank
March, 1998	Managing Director of the Bank
June, 2001	Director of the Bank
March, 2002	Resigned Director of the Bank

Name: Mr. Yoji Yoshimura

Brief personal record:

June, 1996	Director of the Bank
June, 1999	Resigned Director of the Bank
June, 2000	Managing Director of the Bank
June, 2001	Director of the Bank
March, 2002	Resigned Director of the Bank

Name: Mr. Takahiko Otsuka

Brief personal record:

June, 1998	Director of the Bank
June, 1999	Resigned Director of the Bank
June, 2000	Managing Director of the Bank
June, 2001	Director of the Bank
May, 2002	Resigned Director of the Bank

Name: Mr. Akio Yamazaki

Brief personal record:

June, 1994	Statutory Auditor of the Bank (current)
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